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and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

MESA AIR GROUP, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 10-10018 (MG)

(Jointly Administered)

**DEBTORS' APPLICATION FOR AN ORDER,  
PURSUANT TO SECTION 327(e) OF THE BANKRUPTCY  
CODE, BANKRUPTCY RULES 2014 AND 2016 AND LOCAL  
BANKRUPTCY RULES 2014-1 AND 2016-1, AUTHORIZING DEBTORS TO  
EMPLOY AND RETAIN JONES DAY AS SPECIAL COUNSEL WITH RESPECT  
TO DESIGNATED MATTERS, NUNC PRO TUNC TO THE PETITION DATE**

TO THE HONORABLE MARTIN GLENN  
UNITED STATES BANKRUPTCY JUDGE:

Mesa Air Group, Inc. ("Mesa") and certain of its direct and indirect subsidiaries and affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively with Mesa, the "Debtors"), hereby file this application (the "Application") and respectively represent as follows:

<sup>1</sup> The Debtors are: Mesa Air Group, Inc. (2351); Mesa Air New York, Inc. (3457); Mesa In-Flight, Inc. (9110); Freedom Airlines, Inc. (9364); Mesa Airlines, Inc. (4800); MPD, Inc. (7849); Ritz Hotel Management Corporation (7688); Regional Aircraft Services, Inc. (1911); Air Midwest, Inc. (6610); Mesa Air Group Airline Inventory Management, LLC (2015); Nilchi, Inc. (5531); and Patar, Inc. (1653).

### **Background**

1. On January 5, 2010 (the "Petition Date"), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. By an order of the Court entered on the Petition Date (Docket No. 33), the Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

3. The Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee") has not yet appointed any creditors' committee in these chapter 11 cases. No trustee or examiner has been appointed.

### **The Debtors' Businesses**

4. Mesa is a holding company whose principal direct and indirect subsidiaries operate as regional air carriers providing scheduled passenger and airfreight service. As of the Petition Date, the Debtors' airline operations serve approximately 127 cities in 41 states, the District of Columbia, Canada and Mexico. The Debtors operate a fleet of approximately 130 aircraft with approximately 700 daily system departures. The Debtors employ approximately 3,400 full and part-time employees.

5. Debtor Mesa Airlines, Inc. ("Mesa Airlines") operates regional jet and turboprop aircraft under the names of regional carriers of certain major airlines pursuant to code-share agreements, and also maintains certain independent operations. Specifically, Mesa Airlines operates as (a) US Airways Express under code-share agreements with US Airways, Inc.

("US Air"); (b) as United Express under a code-share agreement with United Airlines, Inc. ("United"); and (c) independently in Hawaii as go! Mokulele ("go!"). Debtor Freedom Airlines, Inc. ("Freedom Airlines") operates regional jet aircraft as Delta Connection under code-share agreements with Delta Air Lines, Inc. ("Delta"). The remaining Debtors operate businesses, or own interests in businesses, that facilitate or enhance the Debtors' regional or independent air carrier services. Debtors Nilchi, Inc. and Patar, Inc. hold investments.

6. As of September 30, 2009, the Debtors had consolidated assets of approximately \$975 million, and consolidated liabilities of approximately \$869 million. The Debtors' consolidated 2009 revenues were approximately \$968 million.

### **The Prepetition Litigation**

#### ***The Delta Litigation***

7. Mesa, Freedom Airlines and Delta are parties to the Delta Connection Agreement, dated May 3, 2005, as amended by Amendment Number One, dated March 13, 2007, and a Second Amendment dated March 10, 2009 (as further amended, the "ERJ Agreement"). The ERJ Agreement provides for operation by Freedom Airlines of up to 36 ERJ-145 50-seat regional jet aircraft for Delta. In addition, Mesa, Freedom Airlines and Delta are parties to that certain Delta Connection Agreement, dated March 13, 2007 (the "CRJ Agreement"). The CRJ Agreement provides for operation by Freedom Airlines of 14 CRJ-900 76-seat regional jet aircraft for Delta.

8. In March 2008, Delta asserted that it terminated the ERJ Agreement. In response, Mesa and Freedom Airlines initiated a lawsuit against Delta on April 7, 2008 in the United States District Court for the Northern District of Georgia (the "Georgia District Court") to enjoin the alleged termination, which case is captioned *Mesa Air Group, Inc. and Freedom Airlines, Inc. v. Delta Air Lines, Inc.*, Case No. 1:08-CV-1334-CC (the "ERJ Litigation").

Following a hearing, the Georgia District Court issued a preliminary injunction in favor of Mesa and Freedom Airlines and against Delta in the ERJ Litigation. Delta appealed the Georgia District Court's issuance of the preliminary injunction. In July 2009, the United States Court of Appeals for the Eleventh Circuit affirmed the Georgia District Court's decision in the ERJ Litigation, finding that Mesa had demonstrated a substantial likelihood of success on the merits. A trial date has not yet been set by the Georgia District Court.

9. In addition, in August 2008, Delta notified Mesa of the termination of the CRJ Agreement citing an alleged failure of Mesa to meet certain contractual benchmarks. On March 20, 2009, Mesa and Freedom Airlines filed a complaint in the Georgia District Court against Delta for the relief from the termination of the CRJ Agreement, which case is captioned *Mesa Air Group, Inc. and Freedom Airlines, Inc. v. Delta Air Lines, Inc.*, Case No. 1:09-CV-0772-ODE (the "CRJ Litigation"). Delta responded by asserting counterclaims against Mesa and Freedom Airlines in the CRJ Litigation. By the CRJ Litigation, Mesa and Freedom Airlines are seeking money damages resulting from Delta's wrongful termination of the CRJ Agreement. In the original complaint initiating the CRJ Litigation, Mesa and Freedom Airlines asserted damages in the total amount of between \$8 million and \$15 million; however, as a result of updated damages calculations, the Debtors currently believe the damages could be as high as \$40 million. The CRJ Litigation remains pending.

10. Mesa also is involved in litigation with Delta regarding the termination of an engine maintenance Memorandum of Understanding under which Delta had been performing overhaul work on certain Mesa aircraft engines. On August 6, 2008, Mesa filed a complaint against Delta in the United States District Court for the District of Arizona (the "Arizona District Court") following Delta's unauthorized retention of seven aircraft engines, which case is captioned *Mesa Air Group, Inc. v. Delta Air Lines, Inc.*, Case No. 2:08-CV-01449-DGC

(the "Engine Litigation"). On August 12, 2008, Delta agreed to return the engines to Mesa and, on August 22, 2008, Delta filed a mechanics' lien on the engines along with a counterclaim seeking to foreclose on the liens. Mesa moved for judgment on the pleadings as to Delta's liens due to Delta's failure to comply with the Georgia lien statute. On November 14, 2008, the Arizona District Court ruled that Delta had forfeited its lien claims. On November 20, 2008, Delta filed a notice of appeal to the United States Court of Appeals for the Ninth Circuit. The issues raised by Delta on appeal have been fully briefed and await decision by the Ninth Circuit. During the pendency of the appeal, the parties have concluded discovery on the substantive claims, and Mesa's motion for summary judgment is pending.

11. In addition, Delta initiated an action against Mesa and Freedom Airlines in the Georgia District Court on August 19, 2009, alleging that Mesa and Freedom Airlines breached the ERJ Agreement regarding a "most favored nation" provision, which case is captioned *Delta Air Lines, Inc. v. Mesa Air Group, Inc. and Freedom Airlines, Inc.*, Case No. 1:09-CV-2267-CC (the "Base Rate Litigation" and, collectively with the ERJ Litigation, the CRJ Litigation and the Engine Litigation, the "Delta Litigation"). Delta sought a declaratory judgment that, among other things, Mesa was in material breach of the ERJ Agreement. On September 25, 2009, Mesa filed a motion, pursuant to Rules 12(b)(1) and 12(b)(6) of the Federal Rules of Civil Procedure, to dismiss the Base Rate Litigation as it related to the assertion that the alleged breach was material. The Georgia District Court has not yet ruled on Mesa's motion to dismiss. Mesa anticipates filing a counterclaim against Delta in the Base Rate Litigation related to (a) Delta's failure to utilize Mesa's aircraft on a "full time basis" as required in the code-share agreement and (b) Delta's refusal to comply with the annual rate setting provisions of the code-share agreement.

### ***The United Litigation***

12. Mesa is a defendant in an action for declaratory relief initiated by United prior to the Petition Date. Under the United code-share agreement, Mesa has the right to place ten 70-seat aircraft (each, an "RJ 70") in service for a term through October 31, 2018. In October 2009, Mesa tendered notice of its intention to exercise its rights concerning the ten RJ-70 aircraft and provided United with the in-service dates for the aircraft as required under the United code-share agreement. United has asserted that Mesa's notice was not in accordance with the terms of the code-share agreement. Placement of the RJ 70's into service with United is important for Mesa's future growth. On or about November 23, 2009, United commenced a declaratory judgment action in the United States District Court for the Northern District of Illinois, which case is captioned *United Air Lines, Inc. v. Mesa Air Group, Inc.*, Case No. 1:09-CV-07352 (the "United Litigation" and, together with the Delta Litigation, the "Prepetition Litigation"), seeking a determination regarding whether Mesa's notice to United was in compliance with the terms of the United code-share agreement, as amended. The United Litigation remains pending.

### **Jurisdiction**

13. This Court has jurisdiction to consider this application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Relief Requested**

14. By this Application, the Debtors request the entry of an order, pursuant to sections 327(e) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Bankruptcy Court for the Southern District of New York (the "Local Bankruptcy Rules"), authorizing the Debtors to employ and retain the law firm

of Jones Day as special counsel to the Debtors, *nunc pro tunc* to the Petition Date,<sup>2</sup> with respect to the Prepetition Litigation and any related or similar litigation. In support of this Application, the Debtors submit herewith, and incorporate herein by reference, (a) the Declaration of G. Lee Garrett, Jr., a partner of Jones Day (the "Garrett Declaration"), a copy of which is attached hereto as Exhibit A; and (b) Jones Day's Disclosure of Compensation (the "Disclosure of Compensation"), a copy of which is attached hereto as Exhibit B.

### **Basis for Relief**

15. Section 327(e) of the Bankruptcy Code authorizes a debtor in possession to employ one or more attorneys to represent the debtor on specified matters as long as those attorneys do not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which they are to be employed. See 11 U.S.C. § 327(e). Moreover, section 1107(b) of the Bankruptcy Code provides that "a person is not disqualified for employment under section 327 . . . solely because of such person's employment by or representation of the debtor before the commencement of the case." See 11 U.S.C. § 1107(b).

16. Accordingly, section 327(e) of the Bankruptcy Code authorizes the retention of counsel who previously represented a debtor prepetition, *provided that*: (a) the appointment is in the best interest of the debtor's estate; (b) counsel does not hold an interest adverse to the estate with respect to the matter for which counsel is to be employed; and (c) the specified special purpose for which counsel is being retained does not rise to the level of conducting the bankruptcy case for the debtor in possession. See In re DeVlieg, Inc., 174 B.R. 497, 502-05 (N.D. Ill. 1994); In re AroChem Corp., 176 F.3d 610, 622 (2d Cir. 1999) (noting

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<sup>2</sup> *Nunc pro tunc* retention is appropriate because (a) this Application was filed promptly after the Petition Date, (b) Jones Day has continued and will continue to provide services to the Debtors from and after the Petition Date and (c) a final hearing on this Application will not be conducted, and an order will not be entered, until after the Petition Date.

that "where the interest of the special counsel and the interest of the estate are identical *with respect to the matter for which special counsel is retained*, there is no conflict and the representation can stand")(emphasis in original).

17. As explained more fully below, the Debtors submit that each of these factors is satisfied with respect to Jones Day and, therefore, Jones Day's retention should be approved under section 327(e) of the Bankruptcy Code.

### **Retention of Jones Day**

18. As discussed extensively in the Declaration of Michael J. Lotz in Support of First Day Motions Pursuant to Local Bankruptcy Rule 1007-2 (Docket No. 2) (the "Lotz Declaration"), the Debtor's code-share relationships (and other business relationships) with Delta, United and US Air serve as the foundation of their business operations and are critical to the success of their restructuring efforts. In fact, approximately 96% of the Debtors' consolidated passenger revenues for the fiscal year ending September 30, 2009 were derived from their code-share "revenue guarantee" agreements with Delta, United and US Air.<sup>3</sup> Accordingly, preserving or defending these relationships, and related rights and claims, will be a critical component of the Debtors' overall restructuring in these cases.

19. These issues are directly implicated by the Prepetition Litigation. For example, as discussed in the Lotz Declaration, the Debtors have asserted in the Delta Litigation that Delta owes or is otherwise liable to the Debtors for more than \$70 million in damages, including, without limitation, (a) the Debtors' significant profits that would have been gained over the term of the CRJ Agreement (improperly terminated by Delta) that is the subject matter of the CRJ Litigation; (b) the Debtors' substantial damages caused by Delta's failure to properly utilize the Debtors' aircraft fleet on a full-time basis in accordance with the ERJ Agreement;

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<sup>3</sup> The Debtors' remaining passenger revenues are generated from their independent go! operations in Hawaii.



(c) the Debtors' damages caused by Delta's refusal to engage in the annual rate setting procedures set forth in the ERJ Agreement; (d) the Debtors' damages caused by Delta's wrongful interference with the Debtors' possessory interests in certain aircraft engines; and (e) the Debtors' claims for attorneys' fees and costs, punitive damages and other damages.

20. Under the circumstances, as a fundamental component of their reorganization, the Debtors are compelled to pursue, and to pursue promptly, claims against Delta and to defend claims asserted or to be asserted by Delta or United in connection with the Prepetition Litigation and any related or similar litigation.

21. The Debtors, therefore, seek to continue the retention of Jones Day, pursuant to the terms of this Application. Specifically, the Debtors wish to retain Jones Day as special counsel pursuant to sections 327(e) of the Bankruptcy Code to perform the following services related to the Prepetition Litigation and any related or similar litigation or disputes (collectively, the "Services"):

- a. Advise and counsel the Debtors on all aspects of the Prepetition Litigation, including any appeals therefrom or other related proceedings and any efforts to resolve such litigation;
- b. Represent the Debtors in any litigation or contested matter related to the Prepetition Litigation and perform all other necessary legal services in furtherance of Jones Day's role as special counsel for the Debtors with respect to the Prepetition Litigation;
- c. Perform such other specific litigation-related services as requested by the Debtors and agreed to be performed by Jones Day, including, but not limited to, services relating to any dispute arising out of or related to the Prepetition Litigation or any related or similar litigation or disputes; and
- d. Assist the Debtors' bankruptcy professionals from time to time in connection with any issues relating to the Prepetition Litigation or other similar or related matters, including, by way of example and not limitation, matters relating to (i) the treatment of the Debtors' contracts that are the subject of the Prepetition Litigation, (ii) the impact of the automatic stay on the Prepetition Litigation and (iii) any claims or settlements related to the Prepetition Litigation.

22. The Debtors' decision to retain Jones Day as special counsel in these chapter 11 cases is based on a number of considerations, most of which informed the decision of Mesa and Freedom Airlines to retain Jones Day at the outset of the Prepetition Litigation. Jones Day is a full service law firm with over 2,500 attorneys in 32 offices throughout the world. Jones Day has a reputation for exceptional client service, and its clientele includes numerous Fortune 100 and 500 companies. Jones Day has one of the largest and most sophisticated litigation practices in the nation, as well as a top tier bankruptcy and restructuring practice. Jones Day has extensive experience in complex, commercial litigation of all types. In particular, Jones Day attorneys have represented air carriers on a broad range of litigation and bankruptcy issues.

23. In addition, through its efforts in the Prepetition Litigation to date, Jones Day has developed extensive knowledge of the Debtors, their businesses and the factual and legal issues underlying the Prepetition Litigation. As such, Jones Day is especially well positioned to be able to respond quickly and effectively to the issues likely to be raised in, and in connection with, the Prepetition Litigation. Jones Day, therefore, is both well qualified and uniquely able to represent the Debtors' interests in connection with the Prepetition Litigation, and in any related or similar litigation, during the pendency of these chapter 11 case as special counsel employed pursuant to section 327(e) of the Bankruptcy Code.

24. In addition, to the best of the Debtors' knowledge, based on the Garrett Declaration and as set forth below, the Debtors are unaware of any interest held or represented by Jones Day that would impede its ability to act as special counsel in accordance with applicable requirements of the Bankruptcy Code and Bankruptcy Rules. If the Debtors are required to retain counsel other than Jones Day in connection with the specific matters upon which Jones Day's advice and engagement is sought, the Debtors, their estates and all parties in

interest would be unduly prejudiced by the time and expense necessary to replicate Jones Day's ready familiarity with the Debtors and the Prepetition Litigation.

25. The Debtors also are seeking the retention of Pachulski, Stang, Ziehl & Jones LLP ("Pachulski Stang") as lead restructuring counsel. The Debtors may file further applications with the Court to retain additional counsel. Because of their respective well-defined roles, Pachulski Stang and Jones Day and other professionals retained in these cases will not duplicate the services they provide to the Debtors and will function cohesively to ensure that legal services provided to the Debtors are not duplicative.

26. Accordingly, the Debtors request that the Court approve the retention of Jones Day as special counsel in accordance with the terms and conditions set forth in this Application and the Garrett Declaration.

#### **Compensation and Fee Applications**

27. Jones Day will charge for its Services in these cases at Jones Day's customary hourly rates that are in effect from time to time and will seek reimbursement for its actual and necessary expenses incurred in connection with performing the Services. The Jones Day attorneys and paraprofessionals currently expected to be most active with respect to the Prepetition Litigation and the Debtors' chapter 11 cases, and such parties' respective positions, practice groups, resident offices and current hourly rates, are as follows:<sup>4</sup>

<b>Name</b>	<b>Position</b>	<b>Practice Group</b>	<b>Resident Office</b>	<b>Hourly Billing Rate as of 1/7/10</b>
G. Lee Garrett, Jr.	Partner	Trial Practice	Atlanta	\$675

<sup>4</sup> The following list is not intended to be, and is not, a comprehensive list and is provided only to identify certain Jones Day lawyers and paraprofessionals currently expected to have a significant role in this representation. It is anticipated that other or different Jones Day lawyers and paraprofessionals will be involved in these cases to provide Services to the Debtors as necessary or appropriate.

David M. Monde	Partner	Trial Practice	Atlanta	\$625
Morgan Hirst	Associate	Trial Practice	Chicago	\$525
Paula Quist	Associate	Trial Practice	Chicago	\$500
Robert Schmoll	Associate	Trial Practice	Atlanta	\$400
Jason Burnette	Associate	Issues & Appeals	Atlanta	\$325
Kacy Romig	Associate	Trial Practice	Atlanta	\$325
Megan Taylor	Associate	Trial Practice	Atlanta	\$275
Trixie Jones	Paralegal	Trial Practice	Atlanta	\$200
Jeff Grogan	Trial Practice Project Coordinator	Trial Practice	Atlanta	\$150

Jones Day adjusts its hourly rates from time to time in accordance with its established billing practices and procedures.

28. The Debtors respectfully submit that Jones Day's hourly rates are reasonable and comparable to the rates other firms charge for similar services. The hourly rates charged by Jones Day professionals differ based on, among other things, such professional's experience and the rates normally charged in the location of the offices in which such professional is resident.

29. The Debtors understand that Jones Day intends to apply separately to the Court for allowances of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the guidelines established by the U.S. Trustee (the "U.S. Trustee Guidelines") and all relevant orders of this Court governing fees for professional services performed and related expenses incurred from and after the Petition Date. To that end, Jones Day has agreed to submit

applications for interim and/or final allowance of compensation and reimbursement of expenses, and interim monthly fee statements, pursuant to sections 330 and 331 of the Bankruptcy Code and the rules and orders of this Court. Jones Day will maintain and submit with its fee statements and applications (a) detailed daily time entries for each individual in one-tenth of hour increments describing the Services provided and (b) a categorized summary of all disbursements and expenses for which Jones Day is seeking reimbursement. Given the nature of its engagement, Jones Day expects that it may be required to redact certain of its time entries as necessary or appropriate to protect confidential or privileged information relating to the Prepetition Litigation or otherwise.

#### **Disclosure Concerning Disinterestedness**

30. To the best of the Debtors' knowledge, (a) Jones Day does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters on which Jones Day seeks to be employed, and Jones Day does not and will not represent any interest adverse to the Debtors in these chapter 11 cases; and (b) except as set forth in the Garrett Declaration, Jones Day does not have any known connection with (i) the Debtors, (ii) their largest creditors or other identified parties in interest in these cases or their respective attorneys and accountants or (iii) the U.S. Trustee or any of its employees. Jones Day, thus, is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

#### **Disclosure Concerning Compensation**

31. In the one-year period from January 5, 2009 to the Petition Date, Jones Day received \$1,669,013.91 in compensation from the Debtors for prepetition advice and assistance, as further described in the attached Disclosure of Compensation. The Debtors are

estimated to owe \$10,743.75 to Jones Day on account of services rendered and expenses incurred on behalf of the Debtors prior to the Petition Date (the "Prepetition Claim").<sup>5</sup>

32. Jones Day has agreed not to pursue the Prepetition Claim against the Debtors or their estates. As such, Jones Day does not have an interest in these cases as a creditor. In any event, even if Jones Day were a prepetition creditor of the Debtors, such status would not be an impediment to Jones Day's retention under section 327(e) of the Bankruptcy Code. COLLIER ON BANKRUPTCY, ¶ 327.04[9][d] at 327-63-64 (15th ed. 2008) ("the disinterested test of section 327(a) does not apply to section 327(e) because the attorney may, in fact, be a creditor of the debtor for fees related to such prepetition representation of the debtor").

### **Conclusion**

33. The Debtors submit that the relief requested herein is necessary and appropriate, is in the best interest of their estates and creditors, and should be granted in all respects.

### **Notice**

34. The Debtors have served notice of this Application on (a) the U.S. Trustee; (b) those creditors holding the 30 largest unsecured claims against the Debtors' estates on a consolidated basis, as identified in the Debtors' chapter 11 petitions; (c) those creditors or their agents holding the five largest secured claims against the Debtors' estates; (d) the Internal Revenue Service; (e) the Securities and Exchange Commission; and (f) all parties who have requested notice in these chapter 11 cases.

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<sup>5</sup> The exact amount owed as of the Petition Date has not been determined and may change due to, among other things, late reported time and delays in the billing cycle for certain prepetition expenses.

**No Prior Request**

35. No previous request for the relief sought herein has been made to this or any other Court.

WHEREFORE, the Debtors request that the Court (a) enter an order in substantially the form attached hereto as Exhibit C, granting the relief requested herein; and (b) grant such other and further relief as is just and proper.

Dated: January 8, 2010

MESA AIR GROUP, INC.; MESA AIR NEW YORK, INC.; MESA IN-FLIGHT, INC.; FREEDOM AIRLINES, INC.; MESA AIRLINES, INC.; MPD, INC.; RITZ HOTEL MANAGEMENT CORPORATION; REGIONAL AIRCRAFT SERVICES, INC.; AIR MIDWEST, INC.; MESA AIR GROUP AIRLINE INVENTORY MANAGEMENT, LLC; NILCHI, INC.; AND PATAR, INC.

/s/ Michael J. Lotz

By: Michael J. Lotz

Its: President

**EXHIBIT A**



**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW YORK**

In re:

MESA AIR GROUP, INC., *et al.*,  
Debtors.<sup>1</sup>

Chapter 11

Case No. 10-10018 (MG)

(Jointly Administered)

**DECLARATION OF G. LEE GARRETT, JR. IN  
SUPPORT OF DEBTORS' APPLICATION FOR AN ORDER,  
PURSUANT TO SECTION 327(e) OF THE BANKRUPTCY  
CODE, BANKRUPTCY RULES 2014 AND 2016 AND LOCAL  
BANKRUPTCY RULES 2014-1 AND 2016-1, AUTHORIZING THE DEBTORS TO  
EMPLOY AND RETAIN JONES DAY AS SPECIAL COUNSEL WITH RESPECT  
TO DESIGNATED MATTERS, NUNC PRO TUNC TO THE PETITION DATE**

G. LEE GARRETT, JR., being duly sworn, deposes and says:

1. I am a partner in the law firm of Jones Day, resident in Jones Day's Atlanta office located at 1420 Peachtree Street, N.E., Suite 800, Atlanta, Georgia 30309, and I have been duly admitted to practice law in the State of Georgia. The facts set forth in this Declaration are personally known to me and, if called as a witness, I could and would testify thereto.

2. I am duly authorized to make this declaration (the "Declaration") on behalf of Jones Day. This Declaration is submitted in support of the *Debtors' Application for an Order, Pursuant to Section 327(e) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and Local Bankruptcy Rules 2014-1 and 2016-1, Authorizing the Debtors to Employ and Retain Jones Day*

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<sup>1</sup> The Debtors are: Mesa Air Group, Inc. (2351); Mesa Air New York, Inc. (3457); Mesa In-Flight, Inc. (9110); Freedom Airlines, Inc. (9364); Mesa Airlines, Inc. (4800); MPD, Inc. (7849); Ritz Hotel Management Corporation (7688); Regional Aircraft Services, Inc. (1911); Air Midwest, Inc. (6610); Mesa Air Group Airline Inventory Management, LLC (2015); Nilchi, Inc. (5531); and Patar, Inc. (1653).

*as Special Counsel with Respect to Designated Matters, Nunc Pro Tunc to the Petition Date (the "Application")*.<sup>2</sup>

### **Jones Day's Qualifications**

3. Jones Day is a full service law firm with over 2,500 attorneys in 32 offices throughout the world. Jones Day has a reputation for exceptional client service, and its clientele includes numerous Fortune 100 and 500 companies. Jones Day has one of the largest and most sophisticated litigation practices in the nation, as well as a top tier bankruptcy and restructuring practice. Jones Day has extensive experience in complex, commercial litigation of all types. In particular, Jones Day attorneys have represented air carriers on a broad range of litigation and bankruptcy issues.

4. In addition, through its efforts in the Prepetition Litigation to date, Jones Day has developed extensive knowledge of the Debtors, their businesses and the factual and legal issues underlying the Prepetition Litigation. As such, Jones Day is especially positioned to be able to respond quickly and effectively to the issues likely to be raised in and in connection with the Prepetition Litigation. Jones Day, therefore, is both well qualified and uniquely able to represent the Debtors interests in connection with the Prepetition Litigation, and in any related or similar litigation, during the pendency of these chapter 11 case as special counsel employed pursuant to section 327(e) of the Bankruptcy Code.

### **Services to Be Provided by Jones Day**

5. Jones Day will provide the following legal services related to the Prepetition Litigation and any related or similar litigation or disputes (collectively, the "Services"):

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Application.

- a. Advise and counsel the Debtors on all aspects of the Prepetition Litigation, including any appeals therefrom or other related proceedings and any efforts to resolve such litigation;
- b. Represent the Debtors in any litigation or contested matter related to the Prepetition Litigation and perform all other necessary legal services in furtherance of Jones Day's role as special counsel for the Debtors with respect to the Prepetition Litigation;
- c. Perform such other specific litigation-related services as requested by the Debtors and agreed to be performed by Jones Day, including, but not limited to, services relating to any dispute arising out of or related to the Prepetition Litigation or any related or similar litigation or disputes; and
- d. Assist the Debtors' bankruptcy professionals from time to time in connection with any issues relating to the Prepetition Litigation or other similar or related matters, including, by way of example and limitation, matters relating to (i) the treatment of the Debtors' contracts that are the subject of the Prepetition Litigation, (ii) the impact of the automatic stay on the Prepetition Litigation and (iii) any claims or settlements related to the Prepetition Litigation.

#### **Compensation and Fee Applications**

6. Jones Day will charge for its Services in these cases at Jones Day's customary hourly rates that are in effect from time to time and will seek reimbursement for its actual and necessary expenses incurred in connection with performing the Services. The Jones Day attorneys and paraprofessionals currently expected to be most active with respect to the Prepetition Litigation and the Debtors' chapter 11 cases, and such parties' respective positions, practice groups, resident offices and current hourly rates, are as follows:<sup>3</sup>

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<sup>3</sup> The following list is not intended to be, and is not, a comprehensive list and is provided only to identify certain Jones Day lawyers and paraprofessionals currently expected to have a significant role in this representation. It is anticipated that other or different Jones Day lawyers and paraprofessionals will be involved in these cases to provide Services to the Debtors as necessary or appropriate.

<b>Name</b>	<b>Position</b>	<b>Practice Group</b>	<b>Resident Office</b>	<b>Hourly Billing Rate as of 1/7/10</b>
G. Lee Garrett, Jr.	Partner	Trial Practice	Atlanta	\$675
David M. Monde	Partner	Trial Practice	Atlanta	\$625
Morgan Hirst	Associate	Trial Practice	Chicago	\$525
Paula Quist	Associate	Trial Practice	Chicago	\$500
Robert Schmoll	Associate	Trial Practice	Atlanta	\$400
Jason Burnette	Associate	Issues & Appeals	Atlanta	\$325
Kacy Romig	Associate	Trial Practice	Atlanta	\$325
Megan Taylor	Associate	Trial Practice	Atlanta	\$275
Trixie Jones	Paralegal	Trial Practice	Atlanta	\$200
Jeff Grogan	Trial Practice Project Coordinator	Trial Practice	Atlanta	\$150

Jones Day adjusts its hourly rates from time to time in accordance with its established billing practices and procedures.

7. The hourly rates charged by Jones Day professionals differ based on, among other things, such professional's experience and the rates normally charged in the location of the offices in which such professional is resident. For all of these reasons, Jones Day's rates are reasonable and appropriate.

8. Jones Day intends to apply separately to the Court for allowances of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the U.S. Trustee

Guidelines and all relevant orders of this Court governing fees for professional services performed and related expenses incurred from and after the Petition Date. To that end, Jones Day has agreed to submit applications for interim and/or final allowance of compensation and reimbursement of expenses, and interim monthly fee statements, pursuant to sections 330 and 331 of the Bankruptcy Code and the rules and orders of this Court. Jones Day will maintain and submit with its fee statements and applications (a) detailed daily time entries for each individual in one-tenth of hour increments describing the Services provided and (b) a categorized summary of all disbursements and expenses for which Jones Day is seeking reimbursement. Given the nature of its engagement, Jones Day expects that it may be required to redact certain of its time entries as necessary or appropriate to protect confidential or privileged information relating to the Prepetition Litigation or otherwise.

#### **Disclosure Concerning Disinterestedness**

9. To the best of my knowledge, (a) Jones Day does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters on which Jones Day seeks to be employed, and Jones Day does not and will not represent any interest adverse to the Debtors in these chapter 11 cases; and (b) except as set forth in the herein, Jones Day does not have any known connection with (i) the Debtors, (ii) their largest creditors or other identified parties in interest in these cases or their respective attorneys and accountants or (iii) the U.S. Trustee or any of its employees. Jones Day, thus, is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

10. The Debtors have provided Jones Day with a preliminary list of the names of individuals or institutions in the following categories (collectively, the "Interested Parties"):

- a. the Debtors;
- b. the Debtors' officers and directors;
- c. the Debtors' primary bankruptcy professionals;
- d. entities in which the Debtors have an indirect interest;
- e. holders of at least 5% of the Debtors' equity securities;
- f. parties to significant litigation with the Debtors, including the parties to the Prepetition Litigation; and
- g. the Debtors' largest creditors, including the 30 largest unsecured creditors as identified in the Debtors' chapter 11 petitions.

The Interested Parties are identified on Schedule 1 hereto and incorporated herein by reference.

Jones Day understands that the Debtors are working to identify additional parties to add to the list of Interested Parties. Once those additional parties are identified, Jones Day will supplement its disclosure herein as soon as reasonably possible.

11. To check and clear potential conflicts of interest in these cases, as well as to determine all "connections" (as such term is used in Bankruptcy Rule 2014) to the Debtors, their creditors, other parties in interest, their respective attorneys and accountants, the U.S. Trustee or any person employed in the office of the U.S. Trustee, Jones Day researched its client database for the past two years to determine whether it had any relationships with the Interested Parties. To the extent that Jones Day's research of its relationships with the Interested Parties to date indicates that Jones Day has represented in the past two years, or currently represents, any of these entities in matters unrelated to these chapter 11 cases, the identities of these parties and their relationships to the Debtors and connections to Jones Day, are set forth in Schedule 2 hereto.

12. To the best of my knowledge and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I, nor Jones Day nor any partner or associate thereof

has any connection with the Debtors, their creditors, the U.S. Trustee or any other party with an actual or potential interest in these chapter 11 cases, or their respective attorneys or accountants, except as set forth below and in Schedule 2 hereto:

- a. Jones Day has not, does not and will not represent any entities other than the Debtors in matters related to the Prepetition Litigation or these chapter 11 cases. Jones Day will not represent any entity adverse to the Debtors in connection with these chapter 11 cases, the Prepetition Litigation or otherwise.
- b. In matters unrelated to the Debtors, these chapter 11 cases or the Prepetition Litigation, Jones Day formerly represented Delta, the adverse party in the Delta Litigation. In particular, Jones Day formerly represented Delta in various matters unrelated to the Debtors, their agreements with Delta or any other aspect of their commercial relationships. Jones Day's representation of Delta terminated in 2008, at the time of Jones Day's engagement by the Debtors with respect to the ERJ Litigation. Jones Day has not provided any services to Delta since June 2008. See also Schedule 2 hereto.
- c. In connection with the Engine Litigation brought by Mesa against Delta, Wells Fargo Bank NW, N.A. ("Wells Fargo") and SW Holdings Trust have been brought into the litigation by Delta as "cross-claim defendants." In matters unrelated to the Debtors, these chapter 11 cases or the Prepetition Litigation, Jones Day currently represent Wells Fargo. See also Schedule 2 hereto.
- d. Jones Day currently represents Airline Reporting Corporation ("ARC"), an organization in which both Delta and United (the adverse parties in the Prepetition Litigation) have an equity interest, as do creditors Southwest Airlines Cargo and US Air. ARC is a technology solutions company providing transaction settlement and data information services in the travel industry. Jones Day represents ARC in matters unrelated to the Debtors, the Prepetition Litigation or these chapter 11 cases. See also Schedule 2 hereto.
- e. As described herein and in the Application, prior to the Petition Date, Jones Day performed legal services for certain of the Debtors with respect to the Prepetition Litigation. As described in the Disclosure of Compensation, the Debtors are estimated to owe Jones Day approximately \$10,743.75 for services performed prior to the Petition Date; however, Jones Day is not seeking to collect this amount from the Debtors' or their estates.

- f. In addition to the specific parties identified above, in matters unrelated to the Debtors, the Prepetition Litigation or these chapter 11 cases, Jones Day currently represents, formerly represented or may in the future represent certain other entities that are or may be (i) creditors in these cases, (ii) parties to executory contracts and unexpired leases with the Debtors, (iii) parties involved in litigation or other disputes with the Debtors or (iv) otherwise directly or indirectly affiliated with creditors or other parties in interest in these cases. As described above, however, Jones Day has undertaken a detailed search to determine whether it represents or has represented any significant creditors, insiders or other parties in interest in such unrelated matters, and all such known representations within the last two years with respect to the Interested Parties are identified in Schedule 2 hereto. Jones Day does not and will not represent any of these entities in matters relating to the Debtors, their chapter 11 cases or the Prepetition Litigation.
- g. Jones Day has more than 2,500 attorneys and thousands of other employees in 32 offices around the world. Certain Jones Day attorneys or employees, including attorneys or employees that are or may be involved in the Debtors' chapter 11 cases, are or may have been customers of the Debtors. It also is possible that certain Jones Day attorneys or employees hold interests in investments directly or indirectly relating to the Debtors.

13. Despite the efforts described above to identify and disclose connections with parties in interest in these cases, because the Debtors are a large enterprise with thousands of potential creditors and other relationships, and because Jones Day is an international firm with more than 2,500 attorneys and thousands of employees worldwide, Jones Day is unable to state with certainty that every client representation or other connection of Jones Day has been disclosed. In this regard, if Jones Day discovers additional information that requires disclosure, Jones Day will file supplemental disclosures with the Court.



Dated: January 8, 2010

/s/ G. Lee Garrett, Jr.

G. Lee Garrett, Jr.

JONES DAY

1420 Peachtree Street, N.E.

Suite 800

Atlanta, Georgia 30309

Telephone: (404) 581-3939

Facsimile: (404) 581-8330

ONE OF THE PROPOSED SPECIAL  
COUNSEL FOR DEBTORS AND DEBTORS  
IN POSSESSION

## **SCHEDULE 1**

### **Interested Parties**

#### **The Debtors**

Air Midwest, Inc.  
Freedom Airlines, Inc.  
Mesa Air Group Airline Inventory Management LLC  
Mesa Air New York, Inc.  
Mesa Airlines, Inc.  
Mesa In-Flight, Inc.  
MPD, Inc.  
Nilchi, Inc.  
Patar, Inc.  
Regional Aircraft Services, Inc.  
Ritz Hotel Management Corporation

#### **Directors of the Debtors**

Daniel J. Altobello  
Robert Beleson  
Carlos E. Bonilla  
Brian Gillman,  
Michael Lotz  
Joseph L. Manson  
Peter F. Nostrand  
Jonathan Ornstein  
Christopher Pappaioanou  
Maurice A. Parker  
Richard R. Thayer

#### **Entities in Which the Debtors Have an Indirect Interest**

Finao Telserra Fund I LLP  
Indigo Miramar LLC  
Mo-Go LLC

#### **5% Equity Shareholders of the Debtors**

AAR Corporation  
Deutsche Bank AG  
Goldman Sachs  
LC Capital Master Fund, Ltd.  
Zazove Associates

#### **Debtors' Professionals**

Imperial Capital LLC  
Jones Day  
Pachulski Stang Ziehl & Jones LLP

#### **Counterparties to Litigation with the Debtors**

Association of Flight Attendants  
Delta Airlines, Inc.  
Federal Aviation Administration  
Jodi Harmon  
Robert Herbstreith  
Brenda Hiderbrand  
Randy Klinckhardt  
Mike Monroney Aeronautical Center  
SW Holdings Trust  
TSA  
United Air Lines, Inc.  
Walter Hilderbrand  
Wells Fargo Bank Northwest, N.A.

#### **Owner Participant Under Aircraft Leases**

GE Commercial Aviation Services

#### **Owner/Trustee Lessor Under Aircraft Leases**

Wells Fargo

#### **Indenture Trustee for Bond Issuances**

U.S. Bank, National Association

#### **30 Largest Unsecured Creditors as Identified in Chapter 11 Petitions**

AAR Corporation  
AT&T Capital Services, Inc. (Successor to  
TransAmerica)  
Avmax International Aircraft Leasing, Inc.  
Bank of Hawaii Leasing, Inc. (Successor to Pacific  
Century Leasing, Inc.)  
Bombardier Services Corporation  
Bombardier, Inc.  
Cargill Leasing Corporation  
Debis Financial Services LLC  
EMBRAER – Empresa Brasileira de Aeronautica  
S.A.  
Fleet National Bank  
Fluid CRJ One Statutory Trust  
GE Commercial Aviation Services, Inc.  
GE Engine Services, Inc.  
GECAS (ASC)  
General Electric Capital Corporation  
IHI Corporation

Investissement Quebec  
 NCBE Leasing Corporation  
 Northstar Avlease, Ltd.  
 Philip Morris Capital Corporation  
 PNCEF, LLC d/b/a PNC Equipment Finance, f/k/a  
     National City Commercial Capital Company  
     LLC  
 Polaris Holding Company (GECAS)  
 Raytheon Aircraft Credit Corporation  
 Rolls-Royce Corporation  
 SW Holding Trust (CIT)  
 Transamerica Aviation LLC  
 Transwestern Phoenix Gateway LLC  
 US Bank, National Association  
 Wells Fargo Bank Northwest, N.A.  
 Wells Fargo Equipment Finance, Inc.  
 Wonderfulworld Holding BV (DVB Bank)

### **Unsecured Creditors**

2023 Sr Convertible Notes  
 2024 Sr Convertible Notes  
 3 Points Aviation  
 4 Pretzels, Inc.  
 A.K. Transportation  
 A/B Ace Hardware  
 A-1 Limousine & Taxi, Inc.  
 AAA Air Support  
 Aaxico Sales, Inc.  
 ABC Rapid Delivery, Inc.  
 Able Body Labor  
 Accessory Overhaul Group, Inc  
 Act II Transportation, Inc.  
 Ads Aviation Maintenance, Inc.  
 Advance Airport Taxi Service, Inc.  
 Aero Hardware & Supply  
 Aero Industries, Inc.  
 Aero Instrument & Avionics  
 Aero Quality Sales  
 Aero Specialties, Inc.  
 Aerodata, Inc.  
 Aerorepair Corporation  
 Aerospace Fittings, Inc.  
 Aerospace Products International, Inc.  
 Aetna Building Maintenance  
 Affiliated Carriage Systems, Inc.  
 Air BP, Ltd.  
 Air Host, Inc.  
 Air Services, Inc.  
 Air Wilmington, Inc.  
 Aircraft Engine Specialists, Inc.  
 Aircraft Instrument & Radio Services, Inc.  
 Aircraft Propeller Service  
 Aircraft Service International Group FBO  
 Aircraft Technicians, Inc.  
 Airgas East

Airgas Great Lakes, Inc.  
 Airgas Intermountain, Inc.  
 Airgas National Welders  
 Airgas North Central  
 Airline Apps, Inc.  
 Airline Clearing House  
 Airline Luggage Delivery Service, Inc.  
 Airlines Committee Of Hawaii, Inc.  
 Airport 2000 Concessions, LLC  
 Airport Connection  
 Airport Express Shuttle, Inc.  
 Airport Management Services  
 Airport Settle Inn  
 Airport Shuttle  
 Airport Taxi, Inc.  
 Albany Airport LLC  
 AL-COR Identification Solutions  
 All Copy Products  
 All Spares, Inc.  
 Aloha Contract Services  
 Alphagraphics  
 Alpine Express  
 Alpine Taxi/Limo, Inc.  
 AlSCO  
 AlSCO-GJ  
 Amber D. Smith  
 American Class Taxi, Inc.  
 American Energy  
 American Heritage Trails LLC  
 American Spirit Shuttle  
 American Taxi  
 America's Best Value Inn  
 Americinn  
 Amerisuites  
 Amerisuites-Chantilly  
 Ameritech Credit Corporation  
 Ametek Aerospace  
 Ampco System Parking  
 Amsafe, Inc.  
 Anchor Taxi, Inc.  
 Andrews International, Inc.  
 Animas Ground Services, Inc.  
 Anton Airfood  
 API-A Photo Identification  
 Applied Technical Services Corporation  
 APR Aviation  
 Aramark Uniform Services  
 Arcadia Transit, Inc.  
 Arinc Incorporated  
 Arrowhead Mountain Spring Water Company  
 Aspen Bar & Grill  
 Astro Shuttle & Trans  
 Atchison Charter Services  
 Atco, Inc.  
 Atlanta Baggage & Express Company  
 Atlantic Aviation-FWA

Atrium Hotel  
 Auntie Annes  
 Automm Ohm  
 Avcraft Support Services  
 AV-DEC  
 Avdyne Aeroservices LLC  
 AV-EX Aviation Excellence  
 Avflight Corporation  
 Aviation Consultants, Inc.  
 Aviation Direct Arizona  
 Aviation Express Incorporated  
 Aviation Maintenance Solutions  
 Aviation Quality Group  
 Aviation Repair Technologies  
 Aviation Representatives  
 Avio Diepen, Inc.  
 Avion Graphics  
 Avionco Global Support Services  
 Avstat Aviation, Inc.  
 Awesome Aircraft Maintenance Service  
 Axon Products  
 Ayala's, Inc.  
 B & B Tritech, Inc.  
 B/E Aerospace, Inc.  
 BA Merchant Services  
 Badger State Bus Lines  
 Bailey Coach  
 Bay City Transport, Inc.  
 Bayard Advertising Agency  
 Baymont Inn & Suites  
 BBA Rime Garden Inn & Suites  
 BBC Van Service, Inc.  
 BCI  
 Bearden Baggage Delivery  
 Beartooth Inn of Cody  
 Ben & Jerry's LLC B Concourse  
 Berghoff Cafe  
 Best Delivery Service  
 Best Value Passenger Services  
 Best Western  
 Beth Mann-Hoenshell  
 Bill's LLC  
 Bombardier 2008  
 Bombardier Smoothing Loans  
 Boulevard Cabs  
 Bowtie Taxi  
 Brady Industries, Inc.  
 Brafc  
 Brenda M. Stewart  
 Brian Mann LLC  
 Brian J. Vlassis  
 Broadview Hotel  
 Brookhurst  
 Brothers Aviation Maintenance Service, Inc.  
 Brown Aviation Tool Supply Company  
 Buffalo Transportation, Inc.

Burbank Air Services  
 Burney Hearing Center  
 Burrito Beach LLC  
 C & D Zodiac, Inc.  
 C Terminal, L.P.  
 CAE, Inc.  
 Calence, Inc.  
 Callahan Aircraft Services LLC  
 Caltor-Dulles LLC  
 Cambria Suites  
 Camino Real Hotel  
 Candlewood Suites  
 Candlewood Suites Sterling VA  
 Cantina Grill Concourse B  
 Capitol Transport LLC  
 Car One of Allentown  
 Carey Transportation  
 Carole Diamond  
 Carolina Aircraft Service LLC  
 Casa Linda Inn  
 Cascade Water/Coffee Service  
 Celeste Industries Corporation  
 Central Coast Audiology, Inc.  
 Century Transportation  
 Cereus Graphics, Inc.  
 Certo Foods/La Cafe  
 Charlie T's  
 Charlotte/Douglas International  
 The Chateau  
 Checker Cab of Nashville  
 Checker Cab Transit Corporation  
 Chicago West Hotel  
 Chipotle Mexican Grill  
 Choice Aviation LLC  
 Christopher Lee Rauch  
 Clara Dawn/Steak Escape  
 Cintas First Aid & Safety  
 Cirilo's, Inc.  
 CIT Group  
 Citicorp North America, Inc.  
 Citta, Inc.  
 City Dispatch Service  
 City of Alamogordo  
 City of Atlanta  
 City of Phoenix  
 City of San Jose  
 City of Santa Barbara  
 Cityof Visalia  
 CKMC Enterprises, Ltd.  
 Clarion Hotel  
 Clarion Hotel-Greensboro  
 Clarion Resort on the Lake  
 Cleannet of Charlotte, Inc.  
 Coach USA Indiana  
 Cobmex Apparel, Ltd.  
 Coffee Atlanta

Colorado Cab Company LLC  
 Colorado Mountain Express  
 Colorado Springs Shuttle LLC  
 Columbia Metropolitan Airport  
 Comfort Inn & Suites  
 Comfort Inn-Denver International Airport  
 Computershare Trust Company  
 Comtek Advanced Structures, Inc.  
 Concentra Medical Centers  
 Concessions Carolina LLC  
 Concessions Colorado  
 Concessions Denver LLC  
 Concessions Michigan LLC  
 Concessions/Panda Express J.V.  
 Concessions-Paschals  
 Constant Aviation  
 Copperstate Battery, Inc.  
 Corporate Express Document & Print Management  
 Cottage Cafe, Inc.  
 Cottage Inn Pizza  
 Country Inn & Suites  
 Courtyard By Marriott  
 Courtyard Columbia Downtown  
 Crane -Eldec Corporation  
 Creed Ice Company, Inc.  
 Crowne Plaza  
 Crowne Plaza Detroit Metro Airport  
 Crystal Inn  
 Cummins Rocky Mountain LLC  
 Curtis Richard Hanel  
 Custom Limousine Service  
 DW Delivery  
 D.C. Concessions, Inc.  
 Danka  
 Dash 8 Claims  
 David S. Palko  
 Days Inn  
 Days Inn & Suites of Traverse City  
 Days Inn Hotel-Buffalo Airport  
 Days Inn O'Hare West  
 Days Inn-Savannah  
 DeAnJoy LLC  
 Debbi J. Scott  
 Deep Rock  
 De-Icing and Specialty Systems  
 Del Monte Aviation-Million Air  
 Deloitte & Touche LLP  
 Delta Air Lines, Inc.-GA  
 Delta Global Services, Inc.  
 Deluxe Taxi  
 Denny's  
 Denver International Airport  
 Des Moines Flying Service, Inc.  
 Desarrolladora Turistica de Tomatlan  
 Deutsche Bank AG  
 Devore Aviation

DHL Global Forwarding  
 DIA Baked Goods LLC d/b/a Cinnabites  
 Diamond Spring Water  
 Dickey's Bar BQ DFW Airport  
 DirecTV  
 DNC Travel Hospitality Services  
 Dolphin Capital Corporation  
 Donald J. Weismann  
 Doubletree Club Hotel-Atlanta  
 Doubletree Hotel  
 Dunkin Donuts, Baskin Robbins, Togos  
 Durango Jet Center  
 Durango Transportation, Inc.  
 DVD Pool Service  
 D-Velco Aviation Service  
 Eagle Vail Bar & Grille  
 East Coast Aviation Supplies, Inc.  
 Eastside Transportation  
 Econo Lodge Inn & Suites-Windsor Locks  
 EDC  
 EDMO Distributors, Inc.  
 EG Delivery  
 El Paso Aero, Inc.  
 Elite Limousine Service, Inc.  
 Embassy Suites  
 Embassy Suites LAX-North  
 Embassy Suites Rosemont  
 Embraer Aircraft Maintenance Services, Inc.  
 Emily Gillette  
 EML LLC  
 The Employers Association  
 Endevco  
 Essex PB & R Corporation  
 Eugene D. Kraybil  
 European / Atlanta Bread Company  
 Ewing-Dunn, Inc.  
 Excell Express Courier  
 Execucar Transportation  
 Executive Connection  
 Executive Delivery of GRR, Inc.  
 Exel Inn  
 Extended Stay America  
 F & B Concessions LLC  
 F Terminal, L.P.  
 F&E Aircraft Maintenance  
 F&E Aircraft Maintenance (New York) LLC  
 Faber, Coe & Gregg, Inc.  
 Fairfield Inn  
 Famiglia-Debartolo Operations LLC  
 Farmer Brothers Company  
 FBO Air of Garden City, Inc.  
 Fedex  
 FGR Food Corporation  
 Filtrona Extrusion, Inc.  
 First Class Air Repair  
 First Wave Interiors, Inc.

First Wave MRO  
 Flame Enterprises, Inc.  
 Flamers  
 Flight Dimensions International  
 Flight Line, Inc.  
 Flight Options  
 Flight Services & Systems, Inc.  
 Flight Station, Inc.  
 Fluid Aviation  
 Flying J Travel Plaza  
 Fokker Services, Inc.  
 Foodbrand  
 FormCenter  
 Four Points Sheraton  
 Fox Valley Cab  
 Freedom Airlines, Inc.  
 Fresno's North Syracuse, Inc.  
 G&K Services  
 GA Telesis SW LLC  
 Garza Aviation Services LLC  
 GE (General Electric Co., Inc.)  
 GE Aircraft Engines  
 GE Engines  
 GE On Wing Support, Inc.  
 Geiger Brothers  
 General Mitchell International Airport  
 Gibson & Barnes  
 G-Neil  
 Golden Rule BBQ  
 Goldman Sachs  
 Goodrich Aerospace Canada, Ltd.  
 Goodrich Corporation  
 Google, Inc.  
 Gotham Enterprises LLC  
 Grand County  
 Grand Gateway Hotel  
 Grand Vista Hotel  
 Gray Line of Denver  
 Great Food Services, Inc.  
 Greater San Antonio Transportation Company  
 Greater Toronto AP Authority  
 Grove, Inc.  
 H & E Equipment Services, Inc.  
 H & H Uniforms  
 Hamilton-Sundstrand Corporation  
 Hampton Inn  
 Hansair Logistics, Inc.  
 Harlan Global Manufacturing LLC.  
 Hartsfield Hospitality LLC  
 Hawaii Stationery Co., Ltd  
 Hawaiian Ice  
 Hawaiian Telecom  
 Hawker Beechcraft Corporation  
 Hawthorn Suites  
 Haynes Security, Inc.  
 Heartland Inn

Hiatt & Associates  
 Hilo Fire Extinguishers  
 Hilton Boston Logan Airport  
 Hilton Fort Wayne at Grand Wayne Center  
 Hilton Garden Inn  
 Hilton Garden Inn Allentown Airport  
 Hilton Garden Inn Millenium Center  
 Hilton Harden Inn Tysons Corner  
 Hilton Hotels  
 Hilton Raleigh/Durham  
 Hilton Springfield  
 HMS Host  
 Hogue Printing  
 Hojeij Branded Foods, Inc.  
 Holiday Inn  
 Holiday Inn Express Hotel  
 Holiday Inn Express-Palatine  
 Holiday Inn Harrisburg  
 Holiday Inn Select Hotel  
 Holiday Inn-Columbia  
 Holiday Inn-Lansing  
 Homestead Studio Suites  
 Homewood Suites by Hilton Dulles  
 Honeywell International, Inc.  
 The Honolulu Advertiser  
 Honolulu Star-Bulletin  
 Hotel Alex Johnson  
 Hotel Sierra Dulles  
 Howard Johnson Plaza Hotel  
 HPI Direct  
 HSH Interplan USA, Inc.  
 Hudson News Company  
 Hungrey's Restaurants, Inc.  
 Huston-Lynn Enterprises  
 Hyatt  
 Hyatt Place  
 Hyatt Regency  
 Hyatt Regency Pittsburgh Airport  
 ICE Deliveries, L.P.  
 Ikon Financial Services  
 Ikon Office Solutions  
 Imagetag, Inc.  
 Independent Taxi  
 Independent Taxi Owners Association  
 Industrial Tire Service of Arizona, Inc.  
 The Inn at Aspen  
 Innovair Aircraft Services  
 Insight  
 Insyst Incorporation  
 International Aircraft Maintenance  
 Intertrade A Rockwell Collins Company  
 Inventory Locator Service LLC  
 Iron Mountain OSDP  
 Island Tech Office Equipment, Inc.  
 ISS Facility Services  
 J & B Prompt Delivery

J & J Luxury Transportation  
 Jack Frost Ice Services, Inc.  
 Jack's Do It Shop  
 Jackson Hole Aviation LLC  
 James Horn  
 Jan-Pro Commercial Cleaning of Columbia  
 Jardel Enterprises, Inc.  
 Jefferson County Treasurer  
 Jet Aircraft Maintenance  
 Jet X Aerospace LLC  
 Jetmark Aircraft Interiors LLC  
 Jets NDT and Jetnology  
 Jetstream Ground Services, Inc.  
 Jett Pro Line Maintenance, Inc.  
 Jett Pro Maintenance Corporation  
 Jetway Cafe  
 Jim Kidwell Refrigeration, Inc.  
 JJ's Juice And Java  
 John's Delivery Service JDS  
 Joll Cellini Corporation  
 John Sinapati  
 Jon Alberts Yellow Cab  
 Jumer's Casino & Hotel  
 Justin Isacco  
 Kanawha Regional Aviation Maintenance  
 Kar Products, Inc.  
 Kasa Enterprises LLC  
 Keenan Technical Industries, Inc.  
 Kenton County Airport Board  
 Kettle Restaurants  
 Kew Gardens Car Service  
 Kimball Midwest  
 Kings Transportation Group, Inc.  
 KMO Ventures LLC  
 Koolau Aviation Services, Inc.  
 La Guardia Airport Hotel  
 La Quinta Inn & Suites  
 Lab One, Inc.  
 Labelmaster  
 LaGuardia USA LLC  
 Lamers Bus Lines, Inc.  
 Landmark Aviation  
 Lansdowne Resort  
 Lansing Flight Support  
 Larsen Vending  
 Lasership  
 Lawrence Enterprises Partnership  
 Lawson Products, Inc.  
 LAX Luggage Service  
 LC Capital Master Fund, Ltd.  
 Leah Lynn McKay  
 Lehigh Valley Transportation Services, Inc.  
 Lektro  
 Lex Express  
 LGT International  
 Liebherr-Aerospace, Inc.

Logistechs, Inc.  
 Lonely Luggage Delivery  
 Lori's Diner International, Inc.  
 Lormatt LLC  
 LSG/Sky Chefs  
 L-Towne Cab  
 Luxury Limousine Service  
 Lyddon Aero Center, Inc.  
 M & M Delivery Service  
 M & M Hi-Tech Fab LLC  
 M&M Aerospace Services  
 Mack II, Inc.  
 Macke Water Systems, Inc.  
 Magellan Aircraft Services LLP  
 Main Event Transportation, Inc.  
 Mainstay Suites  
 Maintenance Mart  
 Mansfield Oil Company  
 Mar Air Foods, Inc.  
 Mario's Pizza & Restaurant  
 Marriott  
 Marriott International  
 Maxair Inc  
 Mayflower Transit LLC  
 MBE Delivery  
 McDonald's Restaurants  
 McGean-Rohco, Inc.  
 MCI Express, Inc.  
 McKinley Air, Inc.  
 McMaster-Carr Supply Company  
 Medaire, Inc.  
 Melton's Carpet Cleaning  
 Meranti Limousine  
 Merriman St Grill  
 Merus Water Systems Inc. and Coffee Express  
 Messier Services Americas  
 Metro Cab of Grand Rapids  
 The Metropolitan Hotel  
 Metropolitan Washington Airports Authority  
 Meyers Holdings-FW Cafe 1 Series (Term 3)  
 Miami-Dade Aviation Department  
 Michael Dwain Talley  
 Michael Lewis Company  
 Microtel Inn & Suites  
 Microtel Raleigh  
 Mid-Coast Fire Protection, Inc.  
 Mid-Continent Instruments Co., Inc.  
 Midfield Pizza Group LLC  
 Midwest Aero Support, Inc.  
 Millennium Airport Hotel Buffalo  
 Mini-Bus Systems, Inc.  
 MIS Associates, Inc.  
 Mission Linen  
 Mission Yogurt, Inc.  
 Mitchell DC LLC  
 Mitchell Motorcoach, Ltd.

Mobile Mini  
 Monogram Systems TIA Division  
 Moran Pizza, Inc.  
 Moredirect, Inc.  
 Motel 6  
 Motortek  
 MSC, Inc.  
 MSE Branded Foods of Greenville LLC  
 MSE International of Florida LLC  
 Multirestaurants Concepts, Ltd.  
 Napa Auto Parts  
 National City Leasing Corporation  
 Nationwide Travelers  
 Navtech Systems Support, Inc.  
 Nettime Solutions LLC  
 NGSI  
 NIACC Technology, Inc.  
 Nittany Express, Inc.  
 Nixon Exterminating, Inc.  
 Norcross Air, Inc.  
 Nordisk Systems, Inc.  
 North American Aircraft Services, Inc.  
 Northeast Airmotive, Inc.  
 Northern Aero Industries  
 Northwestern Aviation Specialties, Inc.  
 NRB Enterprises, Inc.  
 Office Depot  
 Ohana Honolulu Airport Hotel and Best Western  
 O'Hare Courtyard By Marriott  
 O'Hare Inn & Suites LLC  
 Olympic Airporter  
 O'Melveny & Myers LLP  
 One Source Auto Parts  
 Oracle Corporation  
 Oregon Department of Agriculture  
 OTG DCA Venture LLC  
 OTG Management DCA LLC.  
 OTG Org Venture LLC  
 Overland Airport Taxi  
 Pacific Scientific  
 Packaging Systems, Inc.  
 Pan American Tools, Inc.  
 Panda Express, Inc.  
 Panos Consulting Services  
 Pape Rents  
 Paradies CVG LLC  
 Paradies Metro Ventures, Inc.  
 Paradise Beverages, Inc.  
 Paradise Cafe and Bakery  
 Paragon Ski & Sport  
 Parking Permit Sales Office  
 Parkway Plaza Hotel-Casper  
 Parkway Suites Hotel  
 Parts 2 Go Trading Corporation  
 Paul Kenneth Skellon  
 Pear Tree Inn

Peoria Charter Coach Company  
 Pep Boys  
 Perform Air International  
 Phillip Morris Credit Corporation  
 Phoenix Air Repair  
 Phoenix Aviation Services LLC  
 Phoenix Welding Supply Company  
 Piccadilly Inn Hotels  
 Pikes Peak Tours & Charters  
 Pilot Air Freight  
 PJJB Enterprises, Inc.  
 PJJJD Enterprises, Inc.  
 Plane Detail LLC  
 The Plaza Hotel  
 Polygon Aerospace  
 Port Authority of New York  
 Portland Baggage  
 Posten Taxi, Inc.  
 Potbelly Sandwich Works LLC  
 PPG Industries, Inc.  
 Pratt & Whitney Canada Corporation  
 Pratt & Whitney Engine Service  
 PRC-Desoto International, Inc.  
 Precision Electronics, Inc.  
 President Abraham Lincoln Hotel & Conference  
 Center  
 Prime Time Shuttle of Los Angeles  
 The Printer Works, Inc.  
 Prior Aviation Services, Inc.  
 Professional Aircraft Access  
 Pronto Taxi-Bork  
 PS Air, Inc.  
 Quality Inn & Suites  
 Quality Suites  
 Quick Bags  
 Quizno's Master LLC  
 R & N Transportation LLC  
 R&S Seve Corporation  
 Race Com, Inc.  
 Radisson Hotel & Conference Center  
 Radisson Hotels  
 Rainbow Express Courier & Shuttle Service  
 Ramada at Bradley International Airport  
 Ramada Airport North  
 Ramada Atlanta Airport Conference Center  
 Ramada Detroit Airport  
 Ramada Hotel  
 Ramada Inn & Suites  
 Ramada Inn and Conference Center  
 Ramada Inn Charleston Airport  
 Ramada Inn Syracuse  
 Ramada Inn-DFW North  
 Ramada Inn-Getzville  
 Ramada Inn-Newark  
 Ramada Limited and Suites  
 Ramada Plaza Hotel



Ramada-Cleveland Airport South-Middleburg  
 Ramblin Express, Inc.  
 RAMG, Inc.  
 Raspro  
 Raytheon  
 RCI Corporation  
 Recall Secure Destruction Services, Inc.  
 Red Lion  
 Red Lion-Seattle  
 Red Roof Inns  
 Regional Aircraft Service  
 Regional Airline Support Group  
 Reliable Corporation  
 Reliable Courier Systems, Inc.  
 Renaissance Hotel  
 Republic Parking System  
 Research In Motion Corporation  
 Residence Inn  
 Richard J. Mackey  
 Roanoke Airport Transportation  
 Roanoke Lodging  
 Robert O. Harris - Arbitration  
 Rockwell Collins, Inc.  
 Rocky Mountain Renassnce Co. LLC  
 Rose Garden Inn  
 Rosemount Aerospace  
 Rosmik, Inc.  
 Roy Oliver  
 Rush 24/7  
 Ryan Bridgeman LLC  
 Sabre, Inc.  
 Safety Kleen  
 Sage Parts Plus, Inc.  
 Sam Snead's Tavern  
 San Francisco Airport Commission  
 San Francisco Soup Company  
 San Luis Jet Center  
 San Tan Aviation LLC  
 Santa Barbara Ice Company  
 SAS Management, Inc.  
 Satair USA, Inc.  
 Savannah Airport Commission  
 Saywell International, Inc.  
 SB&J Enterprises, Inc.  
 Sbarro, Inc.  
 Schenker, Inc.  
 Scott Eugene Christiansen  
 Seal Dynamic  
 Sealed Air Corporation  
 Selected Hotels Group LLC  
 Senior Aerospace, SSP  
 Sensorlab, Inc.  
 Service, Inc.  
 Servisair & Shell Fuel Services LLC  
 Shangri-La Tea & Coffee  
 Sharel Ventures LLC

Shealy Environmental Services, Inc.  
 Sheraton Hotel  
 Sheraton Bradley Hotel  
 Sheraton Harrisburg Hersey  
 Sheraton Hotel Gateway  
 Sheraton Music City  
 Sheraton Reston Hotel  
 Sheraton-Charlotte Airport Hotel  
 Shi International Corporation  
 Short Brothers Plc  
 Sierra Springs  
 Signature Flight Support  
 Simeon Dwight Langston  
 Sita Information Networking Computing USA  
 Sky Partners, L.P.  
 Sky-Land Express Delivery Company  
 Skyport Companies, Inc.  
 Skyservice FBO, Inc.  
 Sleep Inn & Suites  
 Sleep Inn-Greensboro  
 Snow King Resort, Inc.  
 Sofitel Chicago O'Hare  
 SOS Shuttle One Services  
 Southern Hospitality Baggage Delivery  
 Southwest Airlines Cargo  
 Southwest Vending  
 Sparkletts  
 Specmat Technologies, Inc.  
 Spotlight Hawaii Publishing  
 Springhill Suites  
 Springhill Suites Savannah Airport  
 SSI-Pmg LLC  
 SSP America  
 Standard Aero Alliance, Inc.  
 Standard Parking  
 Staples Business Advantage  
 Starline Systems, Inc.  
 State of Hawaii  
 Staybridge Suites  
 Stealth Aerospace  
 Stelex Corporation  
 Stevens Aviation, Inc.  
 Stoney Creek Inn  
 Strom Aviation, Inc.  
 STS Line Maintenance  
 Subway  
 Subway Airport West, Inc.  
 Sun Devil Maintenance  
 Sun Taxi Association  
 Super Cleaners Janitorial Service  
 Surfside Motel  
 Swissport Fueling  
 Syracuse Executive Air Service, Inc.  
 TALX UC Express  
 Tammy Marie Arrington  
 Tandem GSE LLC

Taste, Inc.  
 Taxi Affiliation Services LLC  
 Taxi Solutions  
 TCBY Yogurt  
 Telluride Express  
 Terminix  
 Tersylbran, Inc.  
 Testamerica Laboratories, Inc.  
 Teton Delivery Service LLC  
 Texas Air Composites  
 Texas Pretzels, Inc.  
 TGI Fridays  
 Thales Avionics, Inc.  
 Thompson Delivery Service  
 Tidewater Landing-Regan  
 The Timbers  
 Torrington Distributors, Inc.  
 Touch of Class Limousine & Transport, Inc.  
 Towneplace Suites  
 Trajen Flight Support  
 Transair Concessions LLC  
 Transamerica  
 Travelpro International, Inc.  
 Tri Cities Aviation  
 Triad Transportation, Inc.  
 Triumph Accessory Services  
 Tucker Oil Co., Inc.  
 Tucson Airport Authority  
 TW Metals, Inc.  
 Tyco Electronics Corporation  
 Tysons Westpark Hotel  
 UFC Aerospace Corporation  
 Uline  
 Union Cab of Madison Cooperative, Inc.  
 United Rentals  
 Universal Asset Management, Inc.  
 Universal Cab Co., Inc.  
 UPS Supply Chain Solutions, Inc.  
 US Airports Flight Support LLC  
 US Airways, Inc.  
 Valeri Martinov  
 Valley Oil Company  
 Van Galder Bus Company  
 Varga Enterprises  
 VEPI, Inc.  
 Vision Aerospace, Inc.  
 Volvo Aero Services, L.P.  
 W.W. Grainger, Inc.  
 Warner Propeller and Governor Co. LLC  
 Washington County Commissioners  
 Washington Execu-Coach Sedan Service  
 Washington Flyer  
 Wayfarer Inn  
 Weathervane Terrace Inn & Suites  
 Wencor West, Inc.  
 Wespax Company

West Star Aviation, Inc.  
 Western Pacific Aviation Management Corporation  
 Westin Atlanta Airport  
 The Westin Chicago North Shore  
 The Westin Hotel  
 Wieland Designs  
 Wiggins Airways  
 Wilkerson Company, Inc.  
 Wilkes-Barre/Scranton International Airport  
 William Henry Hampton  
 Williams Gateway Airport Authority  
 Windstar Lines, Inc.  
 Wingate Inn  
 Wings Restaurant & Bar  
 Wisconsin Aviation-Four Lakes, Inc.  
 Wisconsin Coach Lines, Inc.  
 Wok & Roll of Newark NJ  
 Wolfgang Puck Express  
 Worldwide Flight Services  
 Worthington Aviation Parts, Inc.  
 WR Delivery  
 Wright Bros Aero, Inc.  
 WSI Corporation  
 WW Stage Lines, Inc.  
 Wyndham Garden Hotel  
 Wyndham Hotel  
 Wyndham Suites Glenview  
 Wyoming Inn  
 Yankee Clipper Food Service 1 Corporation  
 Yellow Cab Company  
 Yellow Cab Company of Pittsburgh  
 Yellow Cab Metro, Inc.  
 Yellow Cab of Colorado Springs  
 Zazove Associates LLC

**SCHEDULE 2**

**MESA AIR GROUP, INC., ET AL.**

**SCHEDULE OF INTERESTED PARTIES THAT CURRENTLY EMPLOY  
OR HAVE FORMERLY EMPLOYED JONES DAY IN MATTERS  
UNRELATED TO THE DEBTORS OR THEIR CHAPTER 11 CASES**

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
<b>PARTIES IN INTEREST (OR AFFILIATED ENTITIES) WHO ARE CURRENT CLIENTS OR WERE CLIENTS WITHIN THE LAST TWO YEARS<sup>1</sup></b>		
AAR Corporation	5% Equity Shareholder of the Debtors	<ul style="list-style-type: none"><li>• Affiliate company <i>AAR Advisory Services Limited</i> is a current client.</li></ul>
Air BP Ltd. f/k/a BP Aviation Services Limited	Unsecured Creditor	<ul style="list-style-type: none"><li>• Affiliate company BP Alfa Petroleum Limited is a partner of current client <i>TNK-BP</i>; and</li><li>• Parent company BP Plc and affiliate company BP Exploration Alaska are former clients (both closed 2008).</li></ul>
Airgas East; Airgas Great Lakes, Inc.; Airgas Intermountain, Inc.; Airgas National Welders; and Airgas North Central	Unsecured Creditors	<ul style="list-style-type: none"><li>• Parent company Airgas, Inc. is a former client (closed 2009).</li></ul>
AMPCO System Parking	Unsecured Creditor	<ul style="list-style-type: none"><li>• Parent company <i>ABM Industries, Inc.</i> is a current client.</li></ul>
Aramark Uniform Services	Unsecured Creditor	<ul style="list-style-type: none"><li>• Parent company <i>Aramark Corporation</i> is a current client.</li></ul>
ARINC Incorporated	Unsecured Creditor	<ul style="list-style-type: none"><li>• Affiliate company <i>ARINC Asia Pacific Division</i> is a current client.</li></ul>
Atlantic Aviation FWA (name given)	Unsecured Creditor	<ul style="list-style-type: none"><li>• <i>Atlantic Aviation Corporation</i> is a current client.</li></ul>
AT&T Capital Services, Inc. (successor to	Top 30 Unsecured	<ul style="list-style-type: none"><li>• Parent company <i>AT&amp;T, Inc.</i> and</li></ul>

<sup>1</sup> The names of current clients of Jones Day appear in bold and italics. The disclosure of stockholder interests or other affiliate relationships among potentially related entities reflects only information known to Jones Day through its conflict reporting system. Jones Day has not performed independent research to identify all stockholder interests or other affiliate relationships with respect to interested parties. Moreover, Jones Day has not disclosed representations of trade associations and similar industry or special interest organizations in which interested parties are members.

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
TransAmerica)	Creditor	<p>affiliate companies <i>AT&amp;T California</i>, <i>AT&amp;T Mobility LLC</i> (f/k/a Cingular Wireless, LLC) and <i>Sterling Commerce, Inc.</i> are current clients;</p> <ul style="list-style-type: none"> <li>• Related entity AT&amp;T Pension Trust is a partner of current client <i>Morgan Stanley RE Fund II</i>;</li> <li>• Related entity AT&amp;T Master Pension Trust is a limited partner of former client MS Real Estate Fund, Inc. (closed 2009);</li> <li>• An individual affiliated with parent company and current client <i>AT&amp;T, Inc.</i> is a former Jones Day client (closed 2008); and</li> <li>• Affiliate company Ameritech Publishing, Inc. is a former client (closed 2009).</li> </ul>
B/E Aerospace, Inc.	Unsecured Creditor	<ul style="list-style-type: none"> <li>• B/E Aerospace, Inc. is the parent company of former client ATS Japan Corporation (closed 2008).</li> </ul>
Best Western	Unsecured Creditor	<ul style="list-style-type: none"> <li>• Best Western is a tradestyle for current client <i>Best Western International, Inc.</i></li> </ul>
Bombardier, Inc.; and Bombardier Services Corporation	Top 30 Unsecured Creditors	<ul style="list-style-type: none"> <li>• Affiliate companies <i>Bombardier Transportation</i>, <i>Bombardier Aerospace</i> and <i>Bombardier Trust (Canada)</i> are current clients; and</li> <li>• Affiliate company and former client Bombardier – Power (Mauritius) Limited (closed 2008) is a joint venture participant with former client Power Pacific Corporation Limited (closed 2009).</li> <li>• <i>See also</i> entry below for Short Brothers Plc regarding related disclosure.</li> </ul>
<i>CAE, Inc.</i>	Unsecured Creditor	<ul style="list-style-type: none"> <li>• <i>CAE, Inc.</i> is a current client.</li> </ul>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Citicorp North America Corporation	Unsecured Creditor	<ul style="list-style-type: none"> <li>• Parent company <i>Citigroup, Inc.</i> and affiliate companies <i>Citigroup Global Markets Asia Limited</i>, <i>Citigroup Global Markets Limited</i> and <i>TST George V S.A.R.L.</i> are current clients;</li> <li>• Affiliate company Citicorp Venture Capital is: (a) a major shareholder of current client <i>Hilite International, Inc.</i>; and (b) a former shareholder of former client Hancor Holding Corporation (closed 2008);</li> <li>• Citibank, N.A. is a joint venture participant with current client <i>Astro Studios</i>;</li> <li>• Affiliate company Citigroup Global Markets, Inc. is a member of current client <i>Ad Hoc Committee of Noteholders of Chemtura Corporation</i>;</li> <li>• Affiliate company Citigroup Financial Products, Inc. is a stockholder of current client <i>International Automotive Components Group LLC</i>;</li> <li>• Affiliate company National Benefit Life Insurance is a member of former client Ad Hoc Committee of Thomson S.A. Noteholders (closed 2009); and</li> <li>• Affiliate company Honma Golf Co., Ltd. is a former client (closed 2009).</li> </ul>
Cargill Leasing Corporation	Top 30 Unsecured Creditor	<ul style="list-style-type: none"> <li>• Parent company Cargill Incorporated is a joint venture partner in current client <i>Allied Mills Australia Pty, Ltd.</i>; and</li> <li>• Affiliate company Cargill Ventures is a former client (closed 2008).</li> </ul>
CIT Group	Unsecured Creditor	<ul style="list-style-type: none"> <li>• Affiliate companies <i>CIT Group/Business Credit</i>, <i>CIT Developments Limited</i> and <i>CIT Europe Limited</i> are current clients.</li> </ul>
City of San Jose, California	Unsecured Creditor	<ul style="list-style-type: none"> <li>• The City of San Jose, California is a former client (closed 2009).</li> </ul>
Corporate Express Document and Print Management; and Staples Business Advantage	Unsecured Creditors	<ul style="list-style-type: none"> <li>• Parent company Staples, Inc. is a former client (closed 2009).</li> </ul>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Courtyard by Marriott; Courtyard Columbia Downtown; Marriott International, Inc.; Renaissance Hotel; and Residence Inn	Unsecured Creditors	<ul style="list-style-type: none"> <li>Affiliated company <i>Sodexho, Inc.</i> (f/k/a Sodexho Marriott Services) is a current client; and</li> <li>Affiliate company Marriott Hotel Services, Inc. is a former client (closed 2009).</li> </ul>
Danka (name given)	Unsecured Creditor	<ul style="list-style-type: none"> <li>To the extent it may be or is related to the named party in interest, a company named <i>Danka Business Systems</i> is a current client.</li> </ul>
Delta Air Lines, Inc.  Delta Air Lines, Inc. - GA	Counterparty to Prepetition Litigation with the Debtors  Unsecured Creditor  Major Contract Counterparty	<ul style="list-style-type: none"> <li>Delta Air Lines, Inc. is: (a) a former client (closed 2008); and (b) a stockholder of current client <i>Airline Reporting Corporation</i>.</li> </ul>
Deutsche Bank AG	5% Equity Shareholder of the Debtors  and  Unsecured Creditor	<ul style="list-style-type: none"> <li>Deutsche Bank AG is: (a) a former client (closed 2009); (b) a major equity stockholder of current client <i>Borders Group, Inc.</i>; (c) the former parent of Deutsche Bank Venture Capital, a major stockholder of current client <i>Timebase Pty Limited</i>; (d) a member of current client <i>Ad Hoc Committee of Geo Specialty Chemicals, Inc.</i>; (e) the parent company of Pyramid Ventures, a minority interest owner of former client Geobiotics LLC (closed 2009); (f) the employer of an individual who is a current Jones Day client; and (g) a joint venture participant with former client ORIX Corporation (closed 2009);</li> <li>Affiliate companies <i>Deutsche Bank AG New York</i> and <i>Ald Autoleasing D GmbH</i> are current clients;</li> <li>Affiliate companies Deutsche Bank AG London (a former client closed 2009), DB Structured Products, Inc. and Deutsche Bank AG, Cayman Islands are members of current client <i>Adelphia Non-Agent Committee c/o Oak Hill Advisors, L.P., Committee Chair</i>;</li> </ul>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> <li>• Affiliate company Deutsche Bank Securities is a member of current client <i>Ad Hoc Committee of Noteholders of Chemtura Corporation</i>;</li> <li>• Affiliate company and former client Deutsche Bank AG London (closed 2009) is a minority interest owner of current client <i>Deutsche Software Limited</i>;</li> <li>• Affiliate company and former client Deutsche Bank Trust Company Americas (closed 2009) is a stockholder of current client <i>International Automotive Components Group LLC</i>; and</li> <li>• Affiliate companies Deutsche Equities India Pvt. Ltd. (closed 2008) and Deutsche Bank Trust Company Americas, Deutsche Bank AG, Hong Kong Branch, DB Trustees (Hong Kong) Limited, Deutsche Bank AG, Taipei Branch and Deutsche Bank International (Asia) Limited (all closed 2009) are former clients.</li> </ul>
DirecTV	Unsecured Creditor	<ul style="list-style-type: none"> <li>• <i>The DirecTV Group, Inc.</i> is: (a) a current client; (b) the parent of current client <i>Hughes Network Systems</i>; and (c) a co-client in a current matter with current client <i>Philips Electronics North America Corporation</i>.</li> </ul>
DHL Global Forwarding	Unsecured Creditor	<ul style="list-style-type: none"> <li>• Affiliate company <i>Deutsche Postbank AG</i> is a current client; and</li> <li>• Parent company Deutsche Post AG is a former client (closed 2009).</li> </ul>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Doubletree Club Hotel – Atlanta; Doubletree Hotel; and Hampton Inn	Unsecured Creditors	<ul style="list-style-type: none"> <li>• Doubletree and Hampton are brands of current client <b>Hilton Hotel Corporation</b>, a wholly-owned subsidiary of current client <b>The Blackstone Group</b>;</li> <li>• Current client <b>Hilton Hotel Corporation</b> is a co-client in a current matter with current client <b>R. J. Reynolds Company</b>;</li> <li>• Doubletree Hotel is affiliated with current client <b>THG Management Company and CAMI Hotel Investment</b>; and</li> <li>• Hampton Inn is a tradestyle of Western Hospitality and Resort LLC, the parent company of Hampton Inn Tropicana, an affiliated entity of current client <b>Jackson-Shaw Company</b>.</li> <li>• <i>See also</i> entries below for Hilton Boston Logan Airport, et al. and Wyndham Garden Hotel, Wyndham Hotel Co., Inc. and Wyndham Suites Glenview regarding related disclosure.</li> </ul>
D-Velco Aviation Service	Unsecured Creditor	<ul style="list-style-type: none"> <li>• Parent company <b>North Star Aerospace, Inc.</b> is a current client.</li> </ul>
Dunkin' Donuts, Baskin Robbins, Togos	Unsecured Creditor	<ul style="list-style-type: none"> <li>• Dunkin' Donuts is the tradestyle for current client <b>Dunkin Brands, Inc.</b></li> </ul>
Endevco	Unsecured Creditor	<ul style="list-style-type: none"> <li>• Parent company <b>Meggitt Plc</b> and affiliate company <b>Meggitt-USA, Inc.</b> are current clients.</li> </ul>
European/Atlanta Bread Company	Unsecured Creditor	<ul style="list-style-type: none"> <li>• Parent company <b>Atlanta Bread Company International, Inc.</b> is a current client.</li> </ul>
<b>FedEx Corporation</b>	Unsecured Creditor	<ul style="list-style-type: none"> <li>• <b>FedEx Corporation</b> is a current client;</li> <li>• Affiliate company <b>Federal Express Corporation</b> is: (a) a current client; and (b) a member of current client <b>UFEX</b>; and</li> <li>• Affiliate companies Fedex Express (closed 2008) and Fedex Ground Package System, Inc. (closed 2009) are former clients.</li> </ul>





INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> <li>• Affiliate company Goldman Sachs Capital Partners is: (a) a co-owner of current client <b><i>Education Management Corporation</i></b>; (b) a participant in a joint venture with Cypress Group LLC that owns current client <b><i>Cooper Standard Automotive Group</i></b>; and (c) an investor in current client <b><i>Molycorp Minerals LLC</i></b>;</li> <li>• Affiliate company <b><i>Goldman Sachs (Singapore) Pte</i></b> is a current client and co-client with current client <b><i>Kotak Mahindra Capital Company</i></b>;</li> <li>• Affiliate company Goldman Sachs Credit Partners, L.P. is a member of current client <b><i>Service Net Solutions Ad Hoc Committee</i></b>; and</li> <li>• Affiliate company J. Aron &amp; Company (U.K.) is a former client (closed 2008).</li> </ul>
Goodrich Aerospace Canada, Ltd.	Unsecured Creditor	<ul style="list-style-type: none"> <li>• Parent company <b><i>Goodrich Corporation</i></b> is: (a) a current client; and (b) the former parent of former client Noveon, Inc. (closed 2009).</li> <li>• <i>See also</i> entry below for Rosemount Aerospace, Inc. regarding related disclosure.</li> </ul>
Google, Inc.	Unsecured Creditor	<ul style="list-style-type: none"> <li>• Affiliate company Google Italy S.R.L. is a former client (closed 2009).</li> </ul>
Hilton Boston Logan Airport; Hilton Fort Wayne at Grand Wayne Center; Hilton Garden Inn; Hilton Garden Inn Allentown Airport; Hilton Garden Inn Millenium Center Hilton Garden Inn Tyson's Corners; Hilton Hotels; Hilton Raleigh/Durham; and Hilton Springfield	Unsecured Creditors	<ul style="list-style-type: none"> <li>• Parent company <b><i>The Blackstone Group</i></b> is: (a) a current client; (b) a majority stockholder of current client <b><i>Healthmarkets, Inc.</i></b>; (c) a joint venture participant with current client <b><i>Koch Industries, Inc.</i></b>; and (d) affiliated with current client <b><i>WHM LLC</i></b>;</li> <li>• Affiliate companies <b><i>Travelport, Inc.</i></b> and <b><i>Catalent Pharma Solutions, Inc.</i></b> are current clients;</li> <li>• Affiliate company <b><i>Hilton Hotels Corporation</i></b> is: (a) a current client; and (b) a co-client in a current matter with current client <b><i>R. J. Reynolds Tobacco Company</i></b>;</li> </ul>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> <li>• Affiliate company Blackport Capital Fund, Ltd. is a member of former client Ad Hoc Committee of Bondholders of Caraustar Industries, Inc. (closed 2009); and</li> <li>• Affiliated companies Las Vegas (Hilton) Corporation and LQ Management LLC are former clients (both closed 2008).</li> <li>• <i>See also</i> entry above for Doubletree Club Hotel – Atlanta, Doubletree Hotel and Hampton Inn; and entry below for Wyndham Garden Hotel, Wyndham Hotel Co., Inc. and Wyndham Suites Glenview regarding related disclosure.</li> </ul>
Holiday Inn; Holiday Inn Columbia Holiday Inn Express Harrisburg; Holiday Inn Express Hotel; Holiday Inn Express-Palatine; Holiday Inn Lansing; and Holiday Inn Select Hotel	Unsecured Creditors	<ul style="list-style-type: none"> <li>• Parent company <i>Inter Continental Hotels Corporation</i> is a current client;</li> <li>• An individual affiliated with Holiday Inn Hotels is a current Jones Day client; and</li> <li>• Affiliate company HH France Holdings S.A.R.L. is a former client (closed 2009).</li> </ul>
Honeywell International, Inc.	Unsecured Creditor	<ul style="list-style-type: none"> <li>• Honeywell International, Inc. is a stockholder of current client <i>Covergint Technologies LLC</i>.</li> </ul>
Howard Johnson Plaza Hotel	Unsecured Creditor	<ul style="list-style-type: none"> <li>• <i>Howard Johnson</i> is a current client.</li> </ul>
Ikon Financial Services; and Ikon Office Solutions	Unsecured Creditors	<ul style="list-style-type: none"> <li>• Parent company <i>Ricoh Corporation</i> is a current client.</li> </ul>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Insight (name given)	Unsecured Creditor	<ul style="list-style-type: none"> <li>To the extent either company may be or is related to the named party in interest, a company named <i>Insight Global, Inc.</i> and a company named <i>Insight Technology Solutions GmbH</i> are current clients;</li> <li>To the extent it may be or is related to the named party in interest, a company named Insight Direct USA, Inc. is the parent company of current client <i>Software Spectrum, Inc.</i>; and</li> <li>To the extent either company may be or is related to the named party in interest, a company named Insight Video Net LLC and a company named Insight Venture Management are former clients (both closed 2009).</li> </ul>
Inventory Locator Service LLC	Unsecured Creditor	<ul style="list-style-type: none"> <li>Parent company <i>The Boeing Company</i> is a current client; and</li> <li>Affiliate company Boeing Satellite Systems, Inc. is a former client (closed 2008).</li> </ul>
Jack Frost Ice Services, Inc.	Unsecured Creditor	<ul style="list-style-type: none"> <li>Parent company <i>Artic Glacier, Inc.</i> is a current client.</li> </ul>
Lawson Products, Inc.	Unsecured Creditor	<ul style="list-style-type: none"> <li>Lawson Products, Inc. is the employer of an individual who is a current Jones Day client.</li> </ul>
LSG/Sky Chefs, Inc.	Unsecured Creditor	<ul style="list-style-type: none"> <li>LSG/Sky Chefs is the brand name of LSG Lufthansa Service Holding AG, a subsidiary of current client <i>Deutsche Lufthansa AG</i>.</li> </ul>
McDonald's Restaurants	Unsecured Creditor	<ul style="list-style-type: none"> <li>Parent company <i>McDonald's Corporation</i> is a current client.</li> </ul>
Messier Services America	Unsecured Creditor	<ul style="list-style-type: none"> <li>Parent company and current client <i>Safran Group</i> is the former parent company and a minority interest owner of current client <i>Sagem Wireless</i>, whose current parent, <i>Sofinnova Partners</i>, is also a current client.</li> </ul>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Microtel Inn & Suites, Inc.; and Microtel Raleigh	Unsecured Creditors	<ul style="list-style-type: none"> <li>• Parent company Wyndham Worldwide Corporation is an affiliated entity of former client Group RCI, Inc. (closed 2009).</li> <li>• <i>See also</i> entry below for Wyndham Garden Hotel, Wyndham Hotel Co., Inc. and Wyndham Suites Glenview regarding related disclosure.</li> </ul>
Mini Bus Systems, Inc.	Unsecured Creditor	<ul style="list-style-type: none"> <li>• Ultimate parent company <i>Veolia Environnement</i> and affiliate company <i>Dalkia International</i> are current clients.</li> </ul>
Motel-6; Red Roof Inns, Inc.; and Sofitel Chicago O'Hare	Unsecured Creditors	<ul style="list-style-type: none"> <li>• Parent company Accor S.A. (closed 2009) and affiliate company Accor North America (closed 2008) are former clients; and</li> <li>• Affiliate company <i>Carlson Wagonlit Travel</i> is a current client.</li> </ul>
National City Leasing Corporation	Unsecured Creditor	<ul style="list-style-type: none"> <li>• Parent company <i>PNC Financial Services Group</i> and related entity <i>Administrative Committee of PNC Financial Services Group</i> are current clients;</li> <li>• Affiliate company <i>National City Bank</i> is: (a) a current client; (b) a member of current client <i>Adelphia Non-Agent Committee c/o Oak Hill Advisors, L.P., Committee Chair</i>; and (c) the employer of an individual who is a current Jones Day client;</li> <li>• Affiliate company <i>PNC Bank, National Association</i> is: (a) a current co-client and co-trustee with two individuals who are current Jones Day clients (both opened 2008); and (b) a member of current client <i>Allegheny Health Education Research Foundation (AHERF) Creditors' Committee</i>; and</li> <li>• Former parent company National City Corporation is a former client (closed 2009).</li> </ul>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
		<ul style="list-style-type: none"> <li>• <i>See also</i> entry below for PNCEF, LLC d/b/a PNC Equipment Finance, f/k/a National City Commercial Capital Company, LLC regarding related disclosure.</li> </ul>
Office Depot, Inc.	Unsecured Creditor	<ul style="list-style-type: none"> <li>• Office Depot, Inc. is the employer of an individual who is a current Jones Day client (opened 2008).</li> </ul>
O'Melveny & Myers LLP	Unsecured Creditor	<ul style="list-style-type: none"> <li>• O'Melveny &amp; Myers LLP is a former client (closed 2009).</li> </ul>
Panda Express, Inc.	Unsecured Creditor	<ul style="list-style-type: none"> <li>• Parent company <b><i>Panda Restaurant Group, Inc.</i></b> is a current client.</li> </ul>
PNCEF, LLC d/b/a PNC Equipment Finance, f/k/a National City Commercial Capital Company LLC	Top 30 Unsecured Creditor	<ul style="list-style-type: none"> <li>• Parent company <b><i>PNC Financial Services Group</i></b> and related entity <b><i>Administrative Committee of PNC Financial Services Group</i></b> are current clients.</li> <li>• <i>See also</i> entry above for National City Leasing Corporation regarding related disclosure.</li> </ul>
Polaris Holding Company (GECAS)	Top 30 Unsecured Creditor	<ul style="list-style-type: none"> <li>• Parent company <b><i>General Electric Co., Inc.</i></b> is: (a) a current client; (b) the employer of an individual who is a current Jones Day client (opened 2008); and (c) a joint venture participant with former client NVC Industrial Development Co. Ltd. (closed 2008).</li> <li>• <i>See also</i> entry above for GE Commercial Aviation Services, et al. regarding related disclosure.</li> </ul>
Port Authority of New York	Unsecured Creditor	<ul style="list-style-type: none"> <li>• The Port Authority of New York and New Jersey is a former client (closed 2009); and</li> <li>• Related state entity New York State Common Retirement Fund, was among the largest shareholders of General Motors Corporation (n/k/a current client <b><i>General Motors Company</i></b>) and an interested party in the GM chapter 11 cases in which Jones Day was retained as special litigation counsel for the debtors.</li> </ul>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Potbelly Sandwich Works LLC	Unsecured Creditor	<ul style="list-style-type: none"> <li>Potbelly Sandwich Works LLC is a former client (closed 2009).</li> </ul>
PPG Industries, Inc.	Unsecured Creditor	<ul style="list-style-type: none"> <li>PPG Industries, Inc. is a former client (closed 2009).</li> </ul>
<i>Research in Motion Limited</i>	Unsecured Creditor	<ul style="list-style-type: none"> <li><i>Research in Motion Limited</i> is a current client.</li> </ul>
Rosemount Aerospace, Inc.	Unsecured Creditor	<ul style="list-style-type: none"> <li>Parent company <i>Goodrich Corporation</i> is: (a) a current client; and (b) the former parent of former client Noveon, Inc. (closed 2009).</li> <li><i>See also</i> entry above for Goodrich Aerospace Canada, Ltd. regarding related disclosure.</li> </ul>
San Francisco Airport Commission	Unsecured Creditor	<ul style="list-style-type: none"> <li>Related city/county agency <i>San Francisco Office of the Public Defender</i> is a current client.</li> </ul>
Schenker, Inc.	Unsecured Creditor	<ul style="list-style-type: none"> <li>Schenker, Inc. is the employer of two individuals who are current Jones Day clients (opened 2008 and 2009, respectively).</li> </ul>
<i>Sealed Air Corporation</i>	Unsecured Creditor	<ul style="list-style-type: none"> <li><i>Sealed Air Corporation</i> is a current client.</li> </ul>
Short Brothers Plc	Unsecured Creditor	<ul style="list-style-type: none"> <li>Affiliate companies <i>Bombardier Transportation</i>, <i>Bombardier Aerospace</i> and <i>Bombardier Trust (Canada)</i> are current clients;</li> <li>Affiliate company and former client Bombardier – Power (Mauritius) Limited (closed 2008) is a joint venture participant with former client Power Pacific Corporation Limited (closed 2009).</li> <li><i>See also</i> entry above for Bombardier 2008; Bombardier Smoothing Loans regarding related disclosure.</li> </ul>

INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Southwest Airlines Cargo	Unsecured Creditor	<ul style="list-style-type: none"> <li>Parent company Southwest Airlines Company is: (a) the employer of an individual who is a current Jones Day client (opened 2008); and (b) a stockholder of current client <i>Airline Reporting Corporation</i>.</li> </ul>
Staybridge Suites	Unsecured Creditors	<ul style="list-style-type: none"> <li>Affiliate company HH France Holdings S.A.R.L. is a former client (closed 2009).</li> </ul>
Swissport Fueling	Unsecured Creditor	<ul style="list-style-type: none"> <li>Affiliate company Swissport Ground Handling GmbH is a former client (closed 2009).</li> </ul>
The Terminix International Company, L.P. (Terminix)	Unsecured Creditor	<ul style="list-style-type: none"> <li>Parent company <i>The ServiceMaster Company</i> is a current client.</li> </ul>
TGI Friday's U.S.A.	Unsecured Creditor	<ul style="list-style-type: none"> <li>TGI Friday's U.S.A. is a former client (closed 2009).</li> </ul>
Thales Avionics, Inc.	Unsecured Creditor	<ul style="list-style-type: none"> <li>Parent company <i>Thales S.A.</i> and affiliate companies <i>Thales Services SAS</i> and <i>Racal Acoustics Limited</i> are current clients; and</li> <li>Affiliate company Thales Holdings Ltd. is a member of current client <i>Adelphia Non-Agent Committee c/o Oak Hill Advisors, L.P., Committee Chair</i>.</li> </ul>
Transamerica (name given)	Unsecured Creditor	<ul style="list-style-type: none"> <li>To the extent it is the named party in interest, Transamerica Life Insurance Company is: (a) a member of current client <i>Adelphia Non-Agent Committee c/o Oak Hill Advisors, L.P., Committee Chair</i>; and (b) a member of former client Ad Hoc Committee of Thomson S.A. Noteholders (closed 2009); and</li> <li>Affiliate company <i>Aegon USA Realty Advisors, Inc.</i> is a current client.</li> </ul>
Uline, Inc.	Unsecured Creditor	<ul style="list-style-type: none"> <li>Uline, Inc. is a former client (closed 2008).</li> </ul>
UPS Supply Chain Solutions, Inc.	Unsecured Creditor	<ul style="list-style-type: none"> <li>Ultimate parent company <i>United Parcel Service, Inc. (UPS)</i> is: (a) a current client; and (b) a member of current client <i>UFEX</i>.</li> </ul>



INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
United Air Lines, Inc.	Counterparty to Perpetition Litigation with the Debtors  and  Major Contract Counterparty	<ul style="list-style-type: none"> <li>United Air Lines, Inc. is a stockholder of current client <i>Airline Reporting Corporation</i>.</li> </ul>
United Rentals, Inc.	Unsecured Creditor	<ul style="list-style-type: none"> <li>Related entity Litigation Committee United Rentals Board of Directors is a former client (closed 2009); and</li> <li>Certain independent directors of United Rentals, Inc. are former Jones Day clients (closed 2009).</li> </ul>
<i>US Airways, Inc.</i>	Unsecured Creditor  and  Major Contract Counterparty	<ul style="list-style-type: none"> <li><i>US Airways, Inc.</i> is a current client; and</li> <li>Parent company US Airways Group, Inc. is a stockholder of current client <i>Airline Reporting Corporation</i>.</li> </ul>
<i>U.S. Bank, National Association</i>	Indenture Trustee for Bond Issuances  and  Top 30 Unsecured Creditor	<ul style="list-style-type: none"> <li><i>U.S. Bank, National Association</i> is: (a) a current client; and (b) a member of current client <i>Adelphia Non-Agent Committee c/o Oak Hill Advisors, L.P., Committee Chair</i>.</li> </ul>
Volvo Aero Services, L.P.	Unsecured Creditor	<ul style="list-style-type: none"> <li>Volvo Aero Services, L.P. is a former client (closed 2008); and</li> <li>Parent company <i>Renault S.A.</i> is a current client.</li> </ul>
W. W. Grainger, Inc.	Unsecured Creditor	<ul style="list-style-type: none"> <li>W. W. Grainger, Inc. is a former client (closed 2009).</li> </ul>



INTERESTED PARTY	RELATIONSHIP TO THE DEBTORS	CLIENTS AND THEIR AFFILIATES
Wyndham Garden Hotel; Wyndham Hotel Co, Inc.; and Wyndham Suites Glenview	Unsecured Creditors	<ul style="list-style-type: none"> <li>• Parent company Wyndham Worldwide Corporation is an affiliated entity of former client Group RCI, Inc. (closed 2009); and</li> <li>• Ultimate parent company Parent company <i>The Blackstone Group</i> is: (a) a current client; (b) a majority stockholder of current client <i>Healthmarkets, Inc.</i>; (c) a joint venture participant with current client <i>Koch Industries, Inc.</i>; and (d) affiliated with current client <i>WHM LLC</i>;</li> <li>• Affiliate companies <i>Travelport, Inc.</i> and <i>Catalent Pharma Solutions, Inc.</i> are current clients;</li> <li>• Affiliated company <i>Hilton Hotels Corporation</i> is: (a) a current client; and (b) a co-client in a current matter with current client <i>R. J. Reynolds Tobacco Company</i>;</li> <li>• Affiliate company Blackport Capital Fund, Ltd. is a member of former client Ad Hoc Committee of Bondholders of Caraustar Industries, Inc. (closed 2009); and</li> <li>• Affiliated companies Las Vegas (Hilton) Corporation and LQ Management LLC are former clients (both closed 2008).</li> <li>• <i>See also</i> entries above for Doubletree Club Hotel – Atlanta, Doubletree Hotel, and Hampton Inn; Hilton Boston Logan Airport, et al.; and Microtel Inn &amp; Suites and Microtel Raleigh regarding related disclosure.</li> </ul>

**EXHIBIT B**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

MESA AIR GROUP, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 10-10018 (MG)

(Jointly Administered)

**DISCLOSURE OF COMPENSATION OF JONES DAY**

Pursuant to section 329(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), G. Lee Garrett, Jr. hereby certifies as follows:

1. I am a partner in the law firm of Jones Day and am duly authorized to make this Disclosure of Compensation on behalf of Jones Day in connection with the *Debtors' Application for Order, Pursuant to Section 327(e) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and Local Bankruptcy Rules 20-14-1 and 2016-1, Authorizing Debtors to Employ and Retain Jones Day as Special Counsel with Respect to Designated Matters, Nunc Pro Tunc to the Petition Date* (the "Application").<sup>2</sup> The facts set forth in this Disclosure of Compensation are personally known to me and, if called as a witness, I could and would testify thereto.

2. Jones Day has received no compensation from the Debtor in the one year period prior to the Petition Date for services rendered or to be rendered in contemplation of or in connection with the Debtors' chapter 11 cases. However, in the year from January 5, 2009 to the Petition Date, Jones Day received payments totaling \$1,669,013.91 from the Debtors

<sup>1</sup> The Debtors are: Mesa Air Group, Inc. (2351); Mesa Air New York, Inc. (3457); Mesa In-Flight, Inc. (9110); Freedom Airlines, Inc. (9364); Mesa Airlines, Inc. (4800); MPD, Inc. (7849); Ritz Hotel Management Corporation (7688); Regional Aircraft Services, Inc. (1911); Air Midwest, Inc. (6610); Mesa Air Group Airline Inventory Management, LLC (2015); Nilchi, Inc. (5531); and Patar, Inc. (1653).

<sup>2</sup> Capitalized terms not otherwise defined herein have the meanings given to them in the Application.

(collectively, the "Payments") with respect to legal services rendered by Jones Day, and related expenses incurred, in connection with the Prepetition Litigation. A schedule identifying the Payments is attached hereto as Annex 1 and is incorporated herein by reference. Upon information and belief, the source of the Payments was the Debtors' operating cash.

3. To the best of my knowledge, information and belief, insofar as I have been able to ascertain after reasonable inquiry, neither I, nor Jones Day nor any partner or associate thereof has received or been promised any compensation for legal services rendered or to be rendered in any capacity in connection with the Debtors' chapter 11 cases, other than as permitted by the Bankruptcy Code. Jones Day has not agreed to share compensation received in connection with these cases with any other person, except as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016(b) in respect of the sharing of compensation among Jones Day's partners.

Dated: January 8, 2010

/s/ G. Lee Garrett, Jr.

G. Lee Garrett, Jr.

JONES DAY

1420 Peachtree Street, N.E.

Suite 800

Atlanta, Georgia 30309

Telephone: (404) 581-3939

Facsimile: (404) 581-8330

ONE OF THE PROPOSED SPECIAL  
COUNSEL FOR DEBTORS AND DEBTORS  
IN POSSESSION

## **Annex 1**

## Schedule of Payments

January 5, 2009 through January 4, 2010

Date of Payment	Amount of Payment
April 11, 2009	\$2,071.25
April 11, 2009	\$1,426.71
April 11, 2009	\$1,300.00
April 11, 2009	\$285.64
April 11, 2009	\$139.40
April 14, 2009	\$40,973.41
April 14, 2009	\$40,528.75
April 14, 2009	\$25,557.84
April 14, 2009	\$13,518.75
April 14, 2009	\$4,323.96
April 14, 2009	\$1,510.56
April 14, 2009	\$431.62
April 14, 2009	\$372.84
April 14, 2009	\$19.93
April 14, 2009	\$11.93
May 13, 2009	\$86,517.57
May 13, 2009	\$31,626.25
May 13, 2009	\$17,393.75
May 13, 2009	\$ 4,176.86
May 13, 2009	\$2,468.75
May 13, 2009	\$1,916.91



May 13, 2009	\$605.75
May 13, 2009	\$446.73
May 13, 2009	\$350.00
May 13, 2009	\$328.64
May 13, 2009	\$67.90
May 18, 2009	\$6,275.00
May 18, 2009	\$287.50
May 18, 2009	\$18.74
June 30, 2009	\$1,205.89
June 30, 2009	\$1,137.50
June 30, 2009	\$352.96
June 30, 2009	\$225.00
July 31, 2009	\$245,778.72
July 31, 2009	\$45,222.18
July 31, 2009	\$39,130.00
July 31, 2009	\$14,597.50
July 31, 2009	\$10,787.43
July 31, 2009	\$6,399.43
July 31, 2009	\$2,885.78
July 31, 2009	\$2,419.26
July 31, 2009	\$1,248.95
July 31, 2009	\$585.58
July 31, 2009	\$352.96
July 31, 2009	\$217.92

July 31, 2009	\$86.55
July 31, 2009	\$74.16
July 31, 2009	\$16.19
August 19, 2009	\$23,181.89
August 24, 2009	\$97,701.54
September 14, 2009	\$85,226.25
September 14, 2009	\$2,708.82
September 14, 2009	\$1,976.45
September 14, 2009	\$308.89
October 31, 2009	\$22,375.00
October 31, 2009	\$1,192.03
October 31, 2009	\$598.80
November 20, 2009	\$11,343.75
November 20, 2009	\$632.23
November 20, 2009	\$353.20
November 23, 2009	\$15,080.00
November 23, 2009	\$620.88
November 23, 2009	\$6.88
November 30, 2009	\$5,750.00
November 30, 2009	\$2,752.66
November 30, 2009	\$2,700.00
November 30, 2009	\$1,196.88
November 30, 2009	\$970.46
November 30, 2009	\$786.51

November 30, 2009	\$81.25
November 30, 2009	\$49.92
December 7, 2009	\$40,532.50
December 7, 2009	\$22,330.00
December 7, 2009	\$2,758.22
December 7, 2009	\$94.87
December 7, 2009	\$12.05
December 7, 2009	\$11.71
December 24, 2009	\$113,908.75
December 24, 2009	\$106,242.50
December 24, 2009	\$95,647.04
December 24, 2009	\$68,753.75
December 24, 2009	\$43,903.75
December 24, 2009	\$23,881.25
December 24, 2009	\$21,756.25
December 24, 2009	\$18,937.50
December 24, 2009	\$10,487.50
December 24, 2009	\$9,641.25
December 24, 2009	\$5,300.66
December 24, 2009	\$3,288.27
December 24, 2009	\$2,707.41
December 24, 2009	\$2,211.57
December 24, 2009	\$1,846.05
December 24, 2009	\$1,748.21

December 24, 2009	\$1,512.56
December 24, 2009	\$1,107.20
December 24, 2009	\$1,031.90
December 24, 2009	\$981.85
December 24, 2009	\$902.32
December 24, 2009	\$783.32
December 24, 2009	\$524.46
December 24, 2009	\$487.50
December 24, 2009	\$368.96
December 24, 2009	\$359.68
December 24, 2009	\$340.48
December 24, 2009	\$273.54
December 24, 2009	\$145.62
December 24, 2009	\$44.82
December 24, 2009	\$17.27
December 24, 2009	\$14.94
December 24, 2009	\$11.00
December 24, 2009	\$6.15
December 24, 2009	\$5.55
December 24, 2009	\$4.72
December 24, 2009	\$0.32
December 31, 2009	\$32,106.25
December 31, 2009	\$16,702.50
December 31, 2009	\$11,437.50

December 31, 2009	\$6,688.08
December 31, 2009	\$6,525.00
December 31, 2009	\$5,337.50
December 31, 2009	\$3,373.32
December 31, 2009	\$1,148.54
December 31, 2009	\$1,107.37
December 31, 2009	\$519.43
December 31, 2009	\$194.06
December 31, 2009	\$35.68
December 31, 2009	\$30.97
December 31, 2009	\$0.80
January 4, 2010	\$43,610.50
<b>Total</b>	<b>\$1,669,013.91</b>

**EXHIBIT C**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

MESA AIR GROUP, INC., *et al.*,  
Debtors.<sup>1</sup>

Chapter 11

Case No. 10-10018 (MG)

(Jointly Administered)

**ORDER, PURSUANT TO SECTION 327(e) OF THE  
BANKRUPTCY CODE, BANKRUPTCY RULES 2014  
AND 2016 AND LOCAL BANKRUPTCY RULES 2014-1  
AND 2016-1, AUTHORIZING DEBTORS TO EMPLOY AND  
RETAIN JONES DAY AS SPECIAL COUNSEL WITH RESPECT  
TO DESIGNATED MATTERS, NUNC PRO TUNC TO THE PETITION DATE**

This matter coming before the Court on the Debtors' Application for Order, Pursuant to Section 327(e) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and Local Bankruptcy Rules 20-14-1 and 2016-1, Authorizing Debtors to Employ and Retain Jones Day as Special Counsel with Respect to Designated Matters, *Nunc Pro Tunc* to the Petition Date (the "Application"),<sup>2</sup> filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); the Court having reviewed the Application, the Declaration of G. Lee Garrett, Jr. in support the of Application and attached thereto as Exhibit A (the "Garrett Declaration") and Jones Day's Disclosure of Compensation attached to the Application as Exhibit B (the "Disclosure of Compensation") and having heard the statements of counsel and the evidence adduced with respect to the Application at a hearing before the Court

<sup>1</sup> The Debtors are: Mesa Air Group, Inc. (2351); Mesa Air New York, Inc. (3457); Mesa In-Flight, Inc. (9110); Freedom Airlines, Inc. (9364); Mesa Airlines, Inc. (4800); MPD, Inc. (7849); Ritz Hotel Management Corporation (7688); Regional Aircraft Services, Inc. (1911); Air Midwest, Inc. (6610); Mesa Air Group Airline Inventory Management, LLC (2015); Nilchi, Inc. (5531); and Patar, Inc. (1653).

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings given to such terms in the Application.

(the "Hearing"); the Court having determined that Jones Day represents no interest adverse to Debtors' estates with respect to the matters upon which it is to be engaged and is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code; the Court having further determined that (a) the relief granted herein is in the best interests of the Debtors' estates, their creditors and other parties in interest (b) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (c) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (d) venue of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409, (e) the Application, the Garrett Declaration and the Disclosure of Compensation are in full compliance with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules and (f) notice of the Application and the relief granted herein was appropriate and sufficient under the circumstances; and, after due deliberation, the Court having determined that the legal and factual bases set forth in the Application, the Garrett Declaration and the Disclosure of Compensation and at the Hearing establish sufficient cause for the relief granted herein,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. Pursuant to section 327(e) of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b) and Local Bankruptcy Rules 2014-1 and 2016-1, the Debtors are authorized to employ and retain Jones Day as special counsel, effective *nunc pro tunc* as of the Petition Date, on the terms set forth in the Application and the Garrett Declaration.
3. Jones Day shall be compensated for its services and reimbursed for any related expenses in accordance with applicable provisions of the Bankruptcy Code (including



section 330 and 331 thereof), the Bankruptcy Rules, the Local Bankruptcy Rules and any other applicable orders or procedures of this Court.

4. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

Dated: \_\_\_\_\_, 2010  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE